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May 04, 1999 8:00 am
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05-04-1999 90038 033 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N47396 1. Corporation Name MACARTHUR HOLDING B, INC.					
Principal Place of Business C/O JOHN D & CATHERINE T MACARTHUR FOUND. 140 S DEARBORN 13TH FLOOR CHICAGO IL 60603			Mailing Address 4400 PGA BLVD. STE 900 PALM BCH GARDENS FL 33410 US		

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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 4400 PGA BOULEVARD 27 Suite, Apt. #, etc. SUITE 1000 28 City & State PALM BEACH GARDENS, FL 29 Zip 33410 30 Country USA		3. Date Incorporated or Qualified 02/14/1992 4. FEI Number NOT APPLICABLE 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
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9. Name and Address of Current Registered Agent COHEN, STEVEN 4400 PGA BLVD. SUITE 900 PALM BEACH GARDENS FL 33410				10. Name and Address of New Registered Agent 81 Name COHEN, STEVEN 82 Street Address (P.O. Box Number is Not Acceptable) 625 N. FLAGLER DR. 83 SUITE 700 84 City WEST PALM BEACH 85 Zip Code FL 33401	
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE  (NOTE: Registered Agent signature required when reinstating) DATE 4/27/99

12. OFFICERS AND DIRECTORS TITLE PD <input checked="" type="checkbox"/> DELETE NAME LANDRY, LAWRENCE L. STREET ADDRESS 140 SOUTH DEARBORN CITY-ST-ZIP CHICAGO IL 60603 TITLE VD <input checked="" type="checkbox"/> DELETE NAME SMITH, DALE E. STREET ADDRESS 4400 PGA BLVD. STE. 900 CITY-ST-ZIP PALM BCH GARDENS FL 33410 TITLE S <input checked="" type="checkbox"/> DELETE NAME COHEN, STEVEN STREET ADDRESS 4400 PGA BLVD. STE. 900 CITY-ST-ZIP PALM BEACH GARDENS FL 33410 TITLE T <input checked="" type="checkbox"/> DELETE NAME ORACE, PHILIP M. STREET ADDRESS 140 SOUTH DEARBORN CITY-ST-ZIP CHICAGO IL TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME HUTTON, LYN 1.3 STREET ADDRESS 140 SOUTH DEARBORN 1.4 CITY-ST-ZIP CHICAGO, IL 60603 2.1 TITLE VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME JOSHUA J. MINTZ 2.3 STREET ADDRESS 140 SOUTH DEARBORN 2.4 CITY-ST-ZIP CHICAGO, IL 60603 3.1 TITLE S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME COHEN, STEVEN 3.3 STREET ADDRESS 625 N. FLAGLER DR, SUITE 700 3.4 CITY-ST-ZIP WEST PALM BEACH, FL 33401 4.1 TITLE TD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME YANCHURA, MARC 4.3 STREET ADDRESS 140 SOUTH DEARBORN 4.4 CITY-ST-ZIP CHICAGO, IL 60603 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP			
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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  SIGNATURE REQUIRED 4/27/99 (S61)650-8360

CR2E037 (1/98)