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FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90281 031 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P291 29

1. Corporation Name

Arvida/JMB Managers-II, Inc.

Principal Place of Business

900 N. Michigan Ave.
 Chicago, IL. 60611-1575

Mailing Address

900 Michigan Ave.
 Chicago, IL. 60611-1575

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/01/1998

4. FEI Number

36-354520

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible

Personal Property Tax.

Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip Country

30

9. Name and Address of Current Registered Agent

CT Corporation System
 1200 S. Pine Island Road
 Plantation, FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE Director DELETE
 NAME Nickele, Gary
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

TITLE President DELETE
 NAME Bluhm, Neil G.
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

TITLE Vice President DELETE
 NAME Lovelette, Stephen A.
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

TITLE Secretary DELETE
 NAME Nielsen, Paul C.
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

TITLE Treasurer DELETE
 NAME Kogen, Howard
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

TITLE Assistant Secretary DELETE
 NAME O'Mahoney, Karen M.
 STREET ADDRESS 900 N. Michigan Ave.
 CITY-ST-ZIP Chicago, IL. 60611

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition
 12 NAME
 13 STREET ADDRESS
 14 CITY-ST-ZIP

21 TITLE Change Addition
 22 NAME
 23 STREET ADDRESS
 24 CITY-ST-ZIP

31 TITLE Change Addition
 32 NAME
 33 STREET ADDRESS
 34 CITY-ST-ZIP

41 TITLE Change Addition
 42 NAME
 43 STREET ADDRESS
 44 CITY-ST-ZIP

51 TITLE Change Addition
 52 NAME
 53 STREET ADDRESS
 54 CITY-ST-ZIP

61 TITLE Change Addition
 62 NAME
 63 STREET ADDRESS
 64 CITY-ST-ZIP

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 607, 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: *Karen M. O'Mahoney* Karen M. O'Mahoney

04/19/1999

(312) 915-1969

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)