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May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000015989 (5)
 1. Corporation Name
CASABLANCA LTD., INC.



Principal Place of Business 1605 ALISA LANE SANTA BARBARA CA 93110 US	Mailing Address 6700 W. BRYN MAWR 610 NORTH CHICAGO IL 60691-9507 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/03/1993	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. 1605 Alisa Lane	4. FEI Number 59-3167842	Applied For Not Applicable
22. City & State	27. Santa Barbara, CA	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. 93110	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. USA	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
BLOCK, SAMUEL A ATTORNEY AT LAW 2127 TENTH AVENUE VERO BEACH FL 32980		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83. City	
		84. State	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 fee, if applicable (NOT Registered Agent signature required when re-instating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	BROWN, LARRY	1.2 NAME	BROWN, MARIA
STREET ADDRESS	1605 ALISA LANE	1.3 STREET ADDRESS	1605 ALISA LANE
CITY-ST-ZIP	SANTA BARBARA CA 93110	1.4 CITY-ST-ZIP	SANTA BARBARA, CA 93110
TITLE	D	2.1 TITLE	D
NAME	BROWN, LARRY	2.2 NAME	BROWN, MARIA
STREET ADDRESS	1605 ALISA LANE	2.3 STREET ADDRESS	1605 ALISA LANE
CITY-ST-ZIP	SANTA BARBARA CA 93110	2.4 CITY-ST-ZIP	SANTA BARBARA, CA 93110
TITLE	ST	3.1 TITLE	S
NAME	KROL, JEFF	3.2 NAME	BLOCK, SAMUEL A.
STREET ADDRESS	1605 ALISA LANE	3.3 STREET ADDRESS	2127 10TH AVENUE
CITY-ST-ZIP	SANTA BARBARA CA 93110	3.4 CITY-ST-ZIP	VERO BEACH, FL 32960
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE: *Samuel A. Block* 4/25/97 (561) 562-1600

CR2E034 (9/96)