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FILED
Mar 28 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 # 802705 (4)

1. Corporation Name
GRAYBAR ELECTRIC COMPANY, INC.

Principal Place of Business 34 NORTH MERAMEC AVENUE P.O. BOX 7231 ST. LOUIS MO 63177	Mailing Address 34 NORTH MERAMEC AVENUE P.O. BOX 7231 ST. LOUIS MO 63177-1231
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/04/1926	3a. Date of Last Report 04/17/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 13-0794380		Applied For <input type="checkbox"/> Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	30. Country		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 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				85. Zip Code	FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	C L HALL	1.2 NAME	
STREET ADDRESS	59 MUIRFIELD COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	TOWN & COUNTRY MO	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	R H HANEY	2.2 NAME	
STREET ADDRESS	13353 FAIRFIELD CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	TOWN & COUNTRY MO	2.4 CITY-ST-ZIP	
TITLE	VTD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOLF, J.W.	3.2 NAME	
STREET ADDRESS	21 DEER CREEK WOODS	3.3 STREET ADDRESS	
CITY-ST-ZIP	LADUE MO	3.4 CITY-ST-ZIP	
TITLE	SD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TULLOCH, G.S. JR.	4.2 NAME	
STREET ADDRESS	4954 LINDELL BLVD. 5W	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	4.4 CITY-ST-ZIP	
TITLE	VD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARPER, G.W.	5.2 NAME	
STREET ADDRESS	958 ARLINGTON OAKS	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	5.4 CITY-ST-ZIP	
TITLE	VD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEATON, J. R.	6.2 NAME	
STREET ADDRESS	57 FAIR OAKS	6.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	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, its 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 in an attachment with an address.

SIGNATURE: X  **3-20-97 (314) 512-9200**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)