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**May 08 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 808433 (7)

1. Corporation Name
HONEYWELL, INC.



Principal Place of Business: **HONEYWELL PLAZA MINNEAPOLIS MN 55408**
Mailing Address: **HONEYWELL PLAZA MINNEAPOLIS MN 55408**

3. Date Incorporated or Qualified: **01/02/1951**
3a. Date of Last Report: **04/05/1996**
4. FEI Number: **41-0415010**
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24 Zip Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip Country
29 Zip Country
30 Zip Country

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE 105
TALLAHASSEE FL 32301**

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

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	BONSIGNORE, M R	
STREET ADDRESS	1201 YALE PL.	
CITY - ST - ZIP	MINNEAPOLIS MN 55403	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	PALAZZAVI, P. M	
STREET ADDRESS	PALAZZARI, PM	
CITY - ST - ZIP	PLYMOUTH MN	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GRAYSON, E D	
STREET ADDRESS	HONEYWELL PLAZA P. O. BOX 524	
CITY - ST - ZIP	MINNEAPOLIS MN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HIERPE, W.M.	
STREET ADDRESS	5400 PARK PLACE	
CITY - ST - ZIP	EDINA MN	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	SALEH, P.N.	
STREET ADDRESS	6949 SOUTHDAL ROAD	
CITY - ST - ZIP	EDINA MN	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MOORE, D L	
STREET ADDRESS	2580 CEDAR RIDGE ROAD	
CITY - ST - ZIP	WAYZATA MN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	PALAZZARI
2.3 STREET ADDRESS	13205 38th AVE No.
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	STRANSADENER, L.W.
4.3 STREET ADDRESS	1035 KIMBERLY CT
4.4 CITY - ST - ZIP	PLYMOUTH, MN 55447
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Ferrari, G.
6.3 STREET ADDRESS	HONEYWELL PLAZA P.O. BOX 524
6.4 CITY - ST - ZIP	MINNEAPOLIS, MN. 55440-0524

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: Paul J. Roberts Date: 4/17/97 Daytime Phone #: 612/951-0488

CR2E034 (9/96)

**HONEYWELL INC.
ELECTED OFFICERS**

<u>NAME</u>	<u>LEGAL ADDRESS</u>	<u>BUSINESS ADDRESS</u>
D. E. Bogle President, Home & Building Control 412-70-0554	19825 Muirfield Circle Shorewood, MN 55331	Honeywell Plaza Minneapolis, MN 55408
M. R. Bonsignore Chairman & CEO 579-54-3298	1201 Yale Place Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
F. B. Emerson V.P. Communications 144-40-7790	1314 Marquette Ave., #901 Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
G. Ferrari President & Chief Operating Officer 999-92-5082	1314 Marquette Place Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
K. M. Gibson Vice President & Assistant Secretary 168-44-5187	17083 Candlewood Parkway Eden Prairie, MN 55347	Honeywell Plaza Minneapolis, MN 55408
E. D. Grayson Vice President & General Counsel 478-38-9046	1705 Emerson Ave. So. Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
W. M. Hjerpe President, Honeywell Europe, Middle East & Africa 030-42-1719	Ave de Tervuren Woluwe Saint Pierre Boy-1150 Brussels, Belgium	Honeywell Europe SA 3, Ave du Bourget B-1140 Brussels, Belgium
B. M. McGourty Senior Vice President 476-23-7887	130 Groveland Terrace Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
D. L. Moore Senior Vice President 527-46-8439	6314 Maple Ridge Rd. Excelsior, MN 55331	Honeywell Plaza Minneapolis, MN 55408

04/29/97

HONEYWELL INC.
DIRECTORS

<u>NAME</u>	<u>LEGAL ADDRESS</u>	<u>BUSINESS ADDRESS</u>
A. J. Baciocco, Jr. President 570-26-1577	747 Pitt Street Mt. Pleasant, SC 29464	The Baciocco Group, Inc. 520 N. Washington St. Suite 200 Falls Church, VA 22046
E. E. Bailey John C. Hower Professor of Public Policy & Management 051-32-4265	100 Grays Lane Haverford, PA 19041	The University of PA The Wharton School Suite 3100 Steinberg Hall-Dietrich Hall Philadelphia, PA 19104
M. R. Bonsignore Chairman and CEO 579-54-3298	1201 Yale Place. Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
W. H. Donaldson Co-Founder, Sr. Advisor 084-24-4584	860 United Nations Plaza New York, NY 10017	Donaldson, Lufkin & Jenrette New York Stock Exchange 277 Park Ave., 18th Floor New York, NY 10072
G. Ferrari President & Chief Operating Officer 999-92-5082	1314 Marquette Place Minneapolis, MN 55403	Honeywell Plaza Minneapolis, MN 55408
R. D. Fullerton Chairman--Executive Committee 429-75-8147	484 Russell Hill Road Toronto, Ontario Canada MSP 257	Canadian Imperial Bank of Commerce Commerce Court West Suite 3620 Toronto, Ontario, Canada M5L 1A2
J. J. Howard Chairman and CEO 208-26-1960	3127 Casco Circle Wayzata, MN 55391	Northern States Power Co. 414 Nicollet Mall, 5th Fl. Minneapolis, MN 55401