

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 24 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 # 812944 (7)
1. Corporation Name
INGERSOLL-RAND COMPANY



Principal Place of Business 200 CHESTNUT RIDGE ROAD WOODCLIFF LAKE N J 07675	Mailing Address 200 CHESTNUT RIDGE ROAD WOODCLIFF LAKE N J 07675-7703
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/23/1958	3a. Date of Last Report 04/23/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 13-5156640	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	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				85. Zip Code	
82. Street Address (P.O. Box Number is Not Acceptable)				FL	
83.				84. City	

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	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERELLA, JAMES E	1.2 NAME	
STREET ADDRESS	200 CHESTNUT RIDGE ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BYRNE, BRENDAN T.	2.2 NAME	Cedric E. Ritchie
STREET ADDRESS	146 GALLUP ROAD	2.3 STREET ADDRESS	44 King Street West
CITY-ST-ZIP	PRINCETON NJ	2.4 CITY-ST-ZIP	Toronto, Ontario M5H 1H1
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARMSTRONG, WILLIAM	3.2 NAME	
STREET ADDRESS	200 CHESTNUT RIDGE RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	WOODCLIFF LK, NJ 08000	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLANNERY, JOSEPH P.	4.2 NAME	
STREET ADDRESS	435 SQUIRE HILL ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHESHIRE CT	4.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HELLER, RONALD G	5.2 NAME	
STREET ADDRESS	200 CHESTNUT RIDGE ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	WOODCLIFF LAKE FL	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NACHTIGAL, PATRICIA	6.2 NAME	
STREET ADDRESS	200 CHESTNUT RIDGE ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	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: _____ DATE: **4-18-97** (201) 573-3091

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **George Yuelys Attorney-IN-FACT**

CR2E034 (9/96)