

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

**FILED**  
**May 01 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 812944 (7)**  
 1. Corporation Name  
**INGERSOLL-RAND COMPANY**



Principal Place of Business <b>200 CHESTNUT RIDGE ROAD WOODCLIFF LAKE N J 07675</b>	Mailing Address <b>200 CHESTNUT RIDGE ROAD WOODCLIFF LAKE N J 07675</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>07/23/1958</b>		4. FEI Number <b>13-5156640</b>		Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>
22 City & State	27 City & State	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
23 Zip	28 Country	29 Zip	30 Country	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>CEO</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PERELLA, JAMES E</b>	1.2 NAME	
STREET ADDRESS	<b>200 CHESTNUT RIDGE ROAD</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WOODCLIFF LAKE NJ</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<del><b>RITCHIE, CEDRIC E.</b></del>	2.2 NAME	<b>Constance Horner</b>
STREET ADDRESS	<del><b>44 KING STREET WEST</b></del>	2.3 STREET ADDRESS	<b>1775 Massachusetts Avenue N.W.</b>
CITY-ST-ZIP	<del><b>TORONTO ON</b></del>	2.4 CITY-ST-ZIP	<b>Washington, DC 20036</b>
TITLE	<b>VT</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ARMSTRONG, WILLIAM</b>	3.2 NAME	
STREET ADDRESS	<b>200 CHESTNUT RIDGE RD.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WOODCLIFF LK, NJ 00000</b>	3.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FLANNERY, JOSEPH P.</b>	4.2 NAME	<b>Joseph P. Flannery</b>
STREET ADDRESS	<b>435 SQUIRE HILL ROAD</b>	4.3 STREET ADDRESS	<b>70 Great Hill Road</b>
CITY-ST-ZIP	<b>CHESHIRE CT</b>	4.4 CITY-ST-ZIP	<b>Naugatuck, CT 06770</b>
TITLE	<b>RS</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HELLER, RONALD G</b>	5.2 NAME	
STREET ADDRESS	<b>200 CHESTNUT RIDGE ROAD</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WOODCLIFF LAKE FL</b>	5.4 CITY-ST-ZIP	
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>NACHTIGAL, PATRICIA</b>	6.2 NAME	
STREET ADDRESS	<b>200 CHESTNUT RIDGE ROAD</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WOODCLIFF LAKE NJ</b>	6.4 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 only in attachment with an address.

SIGNATURE: \_\_\_\_\_ **Attorney-in-Fact 4/21/98 (201) 573-0123**

CR2E034 (10/97)