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May 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 814693 (8)  
Corporation Name  
THE SHERWIN-WILLIAMS COMPANY



Principal Place of Business: 101 PROSPECT AVE., N.W. CLEVELAND OHIO 44115  
Mailing Address: 101 PROSPECT AVE., N.W. CLEVELAND OHIO 44115-1027

3. Date Incorporated or Qualified: 08/31/1960  
3a. Date of Last Report: 05/01/1996  
4. FEI Number: 34-0526850  
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 24 Country 25  
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

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 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		DELETE
TITLE	PD	<input type="checkbox"/>
NAME	COMMES, THOMAS A.	
STREET ADDRESS	101 PROSPECT AVENUE NW	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	SVP	<input type="checkbox"/>
NAME	PITORAK, L. J.	
STREET ADDRESS	101 PROSPECT AVE., N.W.	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	VP	<input type="checkbox"/>
NAME	IVY, CONWAY G.	
STREET ADDRESS	101 PROSPECT AVENUE NW	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	CGV	<input type="checkbox"/>
NAME	STELLATO, L. E.	
STREET ADDRESS	101 PROSPECT AVENUE NW	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	AS	<input type="checkbox"/>
NAME	SGAMBELLONE, J. J.	
STREET ADDRESS	101 PROSPECT AVENUE NW	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	CO	<input type="checkbox"/>
NAME	BREEN, JOHN, G	
STREET ADDRESS	101 PROSPECT AVE., N.W.	
CITY-ST-ZIP	CLEVELAND OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

CR2E034 (9/96)

**THE SHERWIN-WILLIAMS COMPANY**

**OFFICERS & DIRECTORS**

**EFFECTIVE OCTOBER 16, 1996**

<u>POSITION</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Chairman, Chief Executive Officer & Director	J.G. Breen	101 Prospect Ave., N.W. Cleveland, OH 44115
President, Chief Operating Officer & Director	T.A. Combes	101 Prospect Ave., N.W. Cleveland, OH 44115
Sr. Vice President-Finance, Treasurer & Chief Financial Officer	L.J. Pitorak	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Corporate Controller	J.L. Ault	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Corporate Planning & Development	C.G. Ivy	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Human Resources	T. Kroeger	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Corporate Administration	R.M. Weaver	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President, General Counsel & Secretary	L.E. Stellato	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Taxes & Assistant Secretary	J.J. Sgambellone	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President & Assistant Treasurer	C.D. Brogan	101 Prospect Ave., N.W. Cleveland, OH 44115
Vice President - Information Services	J.L. Haag	101 Prospect Ave., N.W. Cleveland, OH 44115

<u>POSITION</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Director	D.E. Collins	Parker-Hannifin Corporation 17325 Euclid Avenue Cleveland, Ohio 44112 216-531-3000
Director	A. M. Mixon, III	Invacare Corp. 899 Cleveland Street Elyria, OH 44035
Director	D.E. Evans	Bob Evans Farms, Inc. 3776 South High Street Columbus, Ohio 43207
Director	W.G. Mitchell	RETIRED 1556 Gamon Road Wheaton, IL 60187
Director	J.M. Biggar	Glencairn Corp. 3201 Enterprise Parkway Suite 120 Beachwood, OH 44122
Director	R.K. Smucker	The J. M. Smucker Company Strawberry Lane Orrville, OH 44667-0280
Director	H.O. Petrauskas	Vice President-Environmental Ford Motor Company The American Road 12th Floor World Headquarters Dearborn, MI 48121
Director	R.W. Mahoney	Die Bold, Incorporated Canton, OH