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May 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 814693 (8)

1. 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/31/1960	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 34-0526850	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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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	PD COMMES, THOMAS A.	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVENUE NW CLEVELAND OH	1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	SVP PITORAK, L. J.	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVE., N.W. CLEVELAND OH	2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VP IVY, CONWAY G.	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVENUE NW CLEVELAND OH	3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	CGV STELLATO, L. E.	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVENUE NW CLEVELAND OH	4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	AS SGAMBELLONE, J. J.	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVENUE NW CLEVELAND OH	5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	CD BREEN, JOHN, G	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	101 PROSPECT AVE., N.W. CLEVELAND OH	6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, on an attachment with an address

SIGNATURE: _____ Assistant Secretary 4/30/98 216-566-2000

CR2E034 (10/97)

**THE SHERWIN-WILLIAMS COMPANY
EXECUTIVE OFFICERS
AS OF SEPTEMBER, 1997**

<u>POSITION</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Chairman, Chief Executive Officer & Director	J. G. Breen	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
President, Chief Operating Officer & Director	T. A. Commes	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Sr. Vice President-Finance, Treasurer & Chief Financial Officer	L. J. Pitorak	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Corporate Controller	J. L. Ault	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Corporate Planning & Development	C. G. Ivy	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Human Resources	T. E. Hopkins	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Corporate Administration	R. M. Weaver	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President, General Counsel & Secretary	L. E. Stellato	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Taxes & Assistant Secretary	J. J. Sgambellone	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President & Assistant Treasurer	C.D. Brogan	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Information Services	J. L. Haag	101 Prospect Avenue, N.W. Cleveland, Ohio 44115
Vice President - Corporate Audit & Loss Prevention	M. J. Dvoroznak	101 Prospect Avenue, N.W. Cleveland, Ohio 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	Curtis E. Moll	Chairman & CEO MTD Products, Inc. 5965 Grafton Road Valley City, Ohio 44280
Director	H. O. Petrauskas	Vice President-Environmental Ford Motor Company The American Road 12th Floor World Headquarters Dearborn, MI 48121
Director	R.W. Mahoney	Diebold, Incorporated Canton, OH