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FILED
Feb 10 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 # 818475 (6)
 1. Corporation Name
KAWNEER COMPANY, INC.



Principal Place of Business: **555 GUTHRIDGE COURT NORCROSS GA 30092**
 Mailing Address: **5655 PEACHTREE PKWY NORCROSS GA 30092-2812 US**

3. Date Incorporated or Qualified: **02/03/1965**
 3a. Date of Last Report: **04/23/1996**
 4. FEI Number: **38-1753729**
 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**

g. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 8751 WEST BROWARD BOULEVARD
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		
TITLE	P	<input type="checkbox"/> DELETE
NAME	GOODE, DENNY P	
STREET ADDRESS	555 GUTHRIDGE COURT	
CITY-ST-ZIP	NORCROSS GA	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	LA LONDE, D. H.	
STREET ADDRESS	555 GUTHRIDGE COURT	
CITY-ST-ZIP	NORCROSS GA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	VOREIS, D	
STREET ADDRESS	555 GUTHRIDGE COURT	
CITY-ST-ZIP	NORCROSS GA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	JOGLEKAR, DILIP	
STREET ADDRESS	555 GUTHRIDGE COURT	
CITY-ST-ZIP	NORCROSS GA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CREBS, M	
STREET ADDRESS	555 GUTHRIE CT	
CITY-ST-ZIP	NORCROSS GA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BESKE, A	
STREET ADDRESS	555 GUTHRIDGE COURT	
CITY-ST-ZIP	NORCROSS GA	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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 type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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:  **GARY D. FOSTER, V.P.** 2-4-97 770/246-6600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

KAWNEER COMPANY, INC.
FEI # 38-1753729

OFFICERS

Denny P. Goode, President
Alan G. Beske, Vice President
Helen M. Feeney, Vice President & Secretary
Gary D. Foster, Vice President
Lawrence B. Frost, Vice President
Dilip Joglekar, Vice President
Kevin J. Krakora, Vice President - Finance, Treasurer,
and Assistant Secretary
R. D. Voreis, Vice President
R. P. Wolf, Vice President
Michael W. Borkowski, Assistant Secretary
Carla Brown, Assistant Secretary
Marc H. Crown, Assistant Treasurer

DIRECTORS

Helen M. Feeney

Address: 5655 Peachtree Parkway
Norcross, Georgia 30092-2812