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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # 820133 (7)

1. Corporation Name
IMO INDUSTRIES INC.

Principal Place of Business Mailing Address

3450 PRINCETON PIKE **3450 PRINCETON PIKE**
P.O. BOX 6550 **P.O. BOX 6550**
LAWRENCEVILLE NJ 08648 **LAWRENCEVILLE NJ 08648**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 1009 Lenox Drive		26 1009 Lenox Drive		12/27/1966	02/24/1994
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22 P.O. Box 6550		27 P.O. Box 6550		21-0733751	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Lawrenceville NJ		28 Lawrenceville, NJ		<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip	Country	Zip	Country	6. This corporation has liability for margins tax under S. 194.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24 08648	25 USA	29 08648	30 USA		

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	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		13. See Attached ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FARRAR, DONALD,	12 NAME	
STREET ADDRESS	3450 PRINCETON PIKE	13 STREET ADDRESS	1009 Lenox Drive
CITY - ST - ZIP	LAWRENCEVILLE NJ 08648	14 CITY - ST - ZIP	
TITLE	EVP	21 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	AGOGS, STEPHEN,	22 NAME	Bird, T. J.
STREET ADDRESS	128 UPPER FERRY RD.	23 STREET ADDRESS	1211 Karen Lane
CITY - ST - ZIP	TRENTON NJ 08628	24 CITY - ST - ZIP	Radnor, PA 19087
TITLE	CFO	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, WILLIAM M.,	32 NAME	
STREET ADDRESS	16 DEERFIELD DR.	33 STREET ADDRESS	
CITY - ST - ZIP	LAWRENCEVILLE NJ 08648	34 CITY - ST - ZIP	
TITLE	EVP	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ATTAWAY, J.D.,	42 NAME	
STREET ADDRESS	3505 SANDEE LANE	43 STREET ADDRESS	
CITY - ST - ZIP	GARLAND TX 75043	44 CITY - ST - ZIP	
TITLE	EVP	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARR, J.J.	52 NAME	
STREET ADDRESS	901 HUNT DR.	53 STREET ADDRESS	
CITY - ST - ZIP	YARLEY PA 19067	54 CITY - ST - ZIP	
TITLE	VP	61 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEWIS, BRIAN	62 NAME	N/A
STREET ADDRESS	148A MARYLEBONE ROAD	63 STREET ADDRESS	
CITY - ST - ZIP	LONDON NW1 6JZ	64 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 this 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: Frederick W. Wojtowicz 4-18-95 (601) 846-7600
SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERED OFFICER OR DIRECTOR Date Optional Phone #

820133

IMO INDUSTRIES INC.

Directors:
D.K. Farrar
James B. Edwards
J. Spencer Gould
Carter P. Thacher
Richard J. Grosh
Arthur E. Van Leuven
Donald C. Trauscht

Officers:	D.K. Farrar	-	President & Chief Executive Officer
	J.D. Attaway	-	Executive Vice President, Electro-Optical Systems
	J.J. Carr	-	Executive Vice President, Pumps, Power Transmission & Controls Group
	W.M. Brown	-	Executive Vice President & Chief Financial Officer
	T.J. Bird	-	Executive Vice President, General Counsel/Secretary
	Brian Lewis	-	Group Managing Director, Morse Controls (Worldwide)
	R.A. Pennycook	-	Group Vice President, Power Transmission Group
	G.M. Dobson	-	Vice President & Treasurer
	F.W. Wojtowicz	-	Vice President, Director of Tax & Assistant Treasurer
	G. Szwabiuk	-	Assistant Secretary

The above officers & directors can be reached at:
1009 Lenox Drive
Building Four West
Lawrenceville, N.J. 08648

4/20/95