

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # **828257** (6)

The Corporation Name
THE MARTIN-BROWER COMPANY



Principal Place of Business: **4800 S AUSTIN AVE P.O. BOX 5919 CHICAGO IL 60638**
Mailing Address: **4800 S AUSTIN AVE P.O. BOX 5919 CHICAGO IL 60638**

2. Foreign Place of Business:
21 **333 EAST BUTTERFIELD ROAD**
22 **500**
23 **LEMBARD, IL**
24 **60148-5641**
25 **DUPAGE**
26 **333 EAST BUTTERFIELD ROAD**
27 **500**
28 **LEMBARD, IL**
29 **60148-5641**
30 **DUPAGE**

3. Date Incorporation or Qualified: **07/10/1972**
3a. Date of Last Report: **04/26/1995**
4. FEI Number: **36-2749105**
5. Contribution of Stock Deemed: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contributor: **\$5.00 May Be Added to Fees**
8. This corporation has liability for filing tax under s. 199.032 Florida Statutes: Yes No
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 Numbers Not Acceptable)
83
84 City
85 Zip Code: **FL**

11. Pursuant to the provisions of Sections 607.07(2)(a) and 607.07(2)(b), Florida Statutes, the above named corporation, submits this statement for the purpose of changing its registered office to the address a part of both in the State of Florida. Such change was authorized by the corporation's board of directors. Thereby, accept the appointment as registered agent. I am authorized to accept the appointment of the above named Florida Statutes.

12. OFFICERS AND DIRECTORS
T **ROCKELMANN, WILLIAM J**
4800 SOUTH AUSTIN AVENUE
CHICAGO IL
P **MALCHOW, D.M.**
1020 W 31ST STREET
DOWNERS GROVE IL
VPS **SEIBERT, RAYMOND S**
1020 W 31ST STREET
DOWNERS GROVE IL
ASD **WINTON, J.C.**
4800 SOUTH AUSTIN
CHICAGO IL
VP **KEMP, JOHN H**
1020 W 31ST STREET
DOWNERS GROVE IL
VP **YAKSICH, ROBERT**
4800 S AUSTIN AVE
CHICAGO IL
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
11/1995 Change Add/Ret
12/1995
13/1995
14/1995 **333 EAST BUTTERFIELD ROAD, SUITE 500**
LEMBARD, IL 60148-5641
15/1995 Change Addition
16/1995
17/1995 **333 EAST BUTTERFIELD ROAD, SUITE 500**
LEMBARD, IL 60148-5641
18/1995 Change Addition
19/1995
20/1995 **333 EAST BUTTERFIELD ROAD, SUITE 500**
LEMBARD, IL 60148-5641
21/1995 Change Addition
22/1995
23/1995 **333 EAST BUTTERFIELD ROAD, SUITE 500**
LEMBARD, IL 60148-5641
24/1995 Change Addition
25/1995
26/1995 **STEVEN H. SPERDI**
333 EAST BUTTERFIELD ROAD, SUITE 500
LEMBARD, IL 60148-5641
27/1995 Change Addition
28/1995
29/1995 **333 EAST BUTTERFIELD ROAD, SUITE 500**
LEMBARD, IL 60148-5641

14. I hereby certify that the information supplied by the corporation and my firm and does not qualify for the exemption stated in Section 199.07(3)(a), Florida Statutes. I further certify that the information provided by the corporation and my firm is true and correct and that my signature shall have the same legal effect as if made under oath. This filing and this certificate of filing are subject to the rules and regulations imposed by the Division of Corporations, Chapter 607, Florida Statutes, and that my name appears on the Board of Directors of the corporation.

SIGNATURE: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)

The Martin-Brower Company
 4800 S. Austin Av.
 Chicago, IL 60638

36-2749105

OFFICERS

<i>Name</i>	<i>Title</i>	<i>Office Address</i>	<i>Home Address</i>	<i>Social Security Number</i>
DENNIS M. MALCHOW	President	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	2556 River Wood Naperville, IL 60565	565-58-5013
STEVEN H. SPOERL	Executive Vice-President U.S. Operations	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	6 Squire Lane St. Charles, IL 60174	299-54-1678
EBERHARD SCHROEDER	Executive Vice-President International	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	39 W 831 Hoeweed Lane St. Charles, IL 60175	145-36-2467
ROBERT C. MILLS	Executive Vice-President Canadian Operations	30 Eglinton Ave. W. Suite 600 Mississauga, ONT L.R.5 3E7 Canada	1445 Glenburnie Road Mississauga, ONT L.5G 3C7 Canada	Not U.S. Citizen
JOHN C. WINTON	Senior Vice-President Finance & Asst. Secretary	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	262 Winthrop Elmhurst, IL 60126	278-38-6385
RAYMOND E. SEIBERT	Vice-President Human Development & Secretary	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	181 Rosslyn Lane Inverness, IL 60067	342-34-4002
ROBERT YAKSICH	Vice-President Information Transfer	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	531 Graywood Drive Lombard, IL 60148	349-36-8759
MICHAEL DOBSON	Vice-President Capability Development	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	526 Rutgers Lane Elk Grove Village, IL 60007	216-46-7645
WAYNE B. BAILEY	Vice-President Strategic Management	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	667 W. Cornelia Chicago, IL 60657	479-64-2386
WILLIAM J. ROCKELMANN	Treasurer	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	373 Ashwood Court Vernon Hills, IL 60061	337-34-7409
BARRY L. LAMDEN	Assistant Secretary & Director of Taxes	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	307 Nellie Court Glenview, IL 60025	395-40-6737

DIRECTORS

<i>Name</i>	<i>Title</i>	<i>Office Address</i>	<i>Home Address</i>	<i>Social Security Number</i>
PAUL KIRK	Chairman	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	180 Aztec West Abington Oxon OX13 5NA	Not U.S. Citizen
DENNIS M. MALCHOW	Director	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	2556 River Wood Naperville, IL 60565	565-58-5013
JOHN C. WINTON	Director	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	262 Winthrop Elmhurst, IL 60126	278-38-6385
ROBERT C. MILLS	Director	30 Eglinton Ave. W. Suite 600 Mississauga, ONT L.R.5 3E7 Canada	1445 Glenburnie Road Mississauga, ONT L.5G 3C7 Canada	Not U.S. Citizen

The sole shareholder of Martin-Brower Company stock is Dalgety, Inc.