

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**Jan 21 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 # 828257 (6)**  
 1. Corporation Name:  
**THE MARTIN-BROWER COMPANY**



Principal Place of Business: **333 EAST BUTTERFIELD ROAD SUITE 500 LOMBARD IL 60148-5641 US**  
 Mailing Address: **333 EAST BUTTERFIELD ROAD SUITE 500 LOMBARD IL 60148-5641 US**

3. Date Incorporated or Qualified: **07/10/1972**  
 3a. Date of Last Report: **01/24/1996**  
 4. FEI Number: **36-2749105**  
 Applied For:  Applied For  Not Applicable  
 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, 22, 23, 24  
 2a. Mailing Address: 26, 27, 28, 29, 30  
 Suite, Apt. #, etc.:  
 City & State:  
 Zip: Country:

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

TITLE	<b>T</b>	<input type="checkbox"/> DELETE
NAME	<b>ROCKELMANN, WILLIAM J</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	
TITLE	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>MALCHOW, D.M.</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	
TITLE	<b>VPS</b>	<input type="checkbox"/> DELETE
NAME	<b>SEIBERT, RAYMOND S</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	
TITLE	<b>SVD</b>	<input type="checkbox"/> DELETE
NAME	<b>WINTON, J.C.</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	
TITLE	<b>EV</b>	<input type="checkbox"/> DELETE
NAME	<b>SPOERL, STEVEN H</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	
TITLE	<b>VP</b>	<input type="checkbox"/> DELETE
NAME	<b>YAKSICH, ROBERT</b>	
STREET ADDRESS	<b>333 EAST BUTTERFIELD ROAD, SUITE 500</b>	
CITY- ST- ZIP	<b>LOMBARD IL</b>	

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 submitted 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 included, or on an attachment with an address

SIGNATURE: *[Signature]* U.P. **JAN 7 1997** 630/271-9300  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

The Martin-Brower Company  
 333 East Butterfield Road, Suite 500  
 Lombard, IL 60148-5641

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 L5S 3E7 Canada	1445 Glenburnie Road Mississauga, ONT L5G 3C7 Canada	Not a 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 a 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
STEVEN H. SPOERL	Director	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	6 Squire Lane St. Charles, IL 60174	299-54-1678
EBERHARD SCHROEDER	Director	333 E. Butterfield Rd., #500 Lombard, IL 60148-5641	39 W 831 Hoeweed Lane St. Charles, IL 60175	145-36-2467
ROBERT C. MILLS	Director	30 Eglinton Ave. W. Suite 600 Mississauga, ONT L5S 3E7 Canada	1445 Glenburnie Road Mississauga, ONT L5G 3C7 Canada	Not a U.S. Citizen

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