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**Feb 04 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 # 830387 (7)
1. Corporation Name
METAL CONTAINER CORPORATION



Principal Place of Business Mailing Address
ATTN: CORPORATE TAX DEPARTMENT ONE BUSCH PLACE ST LOUIS MO 63118-8849

3. Date Incorporated or Qualified **07/03/1973** 3a. Date of Last Report **02/21/1996**
4. FEI Number **43-1009110** 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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

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 607.0532 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	VP	<input type="checkbox"/> DELETE
NAME	WILKENLOH, WILLIAM C.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	HILL, RICHARD N.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	THAYER, GERALD C	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	
TITLE	S	<input type="checkbox"/> DELETE
NAME	REEVES, LAURA H.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	IVERSON, STEVEN R.	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	
TITLE	CP	<input type="checkbox"/> DELETE
NAME	BERACHA, BARRY H	
STREET ADDRESS	ONE BUSCH PLACE	
CITY - ST - ZIP	ST LOUIS, MO 00000	

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	Schedule Attached
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 hereon and/or on an attachment with an address.

SIGNATURE: *Laura Reeves* 1/22/97 314-577-2359
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
Laura H. Reeves, Secretary

CR2E034 (9/96)

METAL CONTAINER CORPORATION

(Business Address: 3636 South Geyer Road, Suite 400, St. Louis, MO 63127)

OFFICERS

Joseph L. Goltzman	Chairman of the Board, President and Chief Executive Officer
James E. Engelhuber	Executive Vice President and Chief Operating Officer
Robert F. Wellise	Senior Vice President-Manufacturing and Technology
Allan T. Copestick	Vice President-Sales & Marketing
Charles Rothofsky	Vice President-Lid Manufacturing
Mark V. Stafford	Vice President-Quality
Thomas A. Jenuleson	Vice President-Finance
William C. Wilkenloh	Vice President-International Development
Jerome A. Riley	Vice President-Human Resources
Laura H. Reeves	Secretary
William J. Kimmins	Treasurer
Richard N. Hill	Assistant Treasurer
John D. Castagno	Tax Controller

DIRECTORS

Joseph L. Goltzman
Barry H. Beracha
Gary A. Bybee
Phillip J. Colombatto
Allan T. Copestick
James E. Engelhuber
Royce J. Estes
James F. Hoffmeister
Steven R. Iverson
Donald W. Kloth
Aloys H. Litteken
William L. Rammes
Kenn A. Reynolds
Joseph P. Sellinger
Robert F. Wellise
Vacancy

Effective 7/1/96