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Apr 07, 1999 8:00 am
Secretary of State

04-07-1999 90125 022 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F92000000145**

1. Corporation Name
OFFICEMAX, INC.



Principal Place of Business
 P.O. BOX 22500
 CLEVELAND OH 44122

Mailing Address
 P.O. BOX 22500 *ATT: Tax Dept.*
 CLEVELAND OH 44122

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	

3. Date Incorporated or Qualified	11/06/1992
4. FEI Number	34-1573735
5. Certificate of Status Desired	<input type="checkbox"/> Additional Fee Required \$8.75
6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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
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 reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	FEUER, MICHAEL	
STREET ADDRESS	3605 WARRENSVILLE CENTER ROAD	
CITY-ST-ZIP	SHAKER HEIGHTS OH 44122	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCCANN, JAMES	
STREET ADDRESS	3605 WARRENSVILLE CENTER RD	
CITY-ST-ZIP	SHAKER HEIGHTS OH 44122	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GLICKMAN, CARL	
STREET ADDRESS	3605 WARRENSVILLE CENTER ROAD	
CITY-ST-ZIP	SHAKER HEIGHTS OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MILLER, SYDELL	
STREET ADDRESS	3605 WARRENSVILLE CENTER ROAD	
CITY-ST-ZIP	SHAKER HEIGHTS OH	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	POLLOCK, ROSS	
STREET ADDRESS	3605 WARRENSVILLE CENTER ROAD	
CITY-ST-ZIP	SHAKER HEIGHTS OH 44122	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	RUTHERFORD, JEFFREY	
STREET ADDRESS	3605 WARRENSVILLE CNT RD	
CITY-ST-ZIP	SHAKER HEIGHTS OH	

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 checked="" type="checkbox"/> Addition
5.2 NAME	SVP, Finance
5.3 STREET ADDRESS	Pat Conroy
5.4 CITY-ST-ZIP	3605 warrensville Ctr. Rd. Shaker Hts., OH 44122
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VP, Tax
6.3 STREET ADDRESS	Mike Tilton
6.4 CITY-ST-ZIP	3605 warrensville Ctr. Rd. Shaker Hts. OH 44122

14. I 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, with all other like empowered.

SIGNATURE: Mike Tilton SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 DATE: 2/9/99 DAYTIME PHONE #: 216-491-3631

CR2F034 (11/98)

OfficeMax, Inc.
List of Officers

304078-90125-22
 F92000000145

Officer Name	Officer Title	Address
Michael Feuer	Chief Executive Officer & Chairman	3605 Warrensville Center Road Shaker Heights, Ohio USA
John C. Martin	President, Retail Stores	3605 Warrensville Center Road Shaker Heights, Ohio USA
Edward L. Cornell	EVP, New Business Development	3605 Warrensville Center Road Shaker Heights, Ohio USA
James R. Tener	EVP, Store Operations	3605 Warrensville Center Road Shaker Heights, Ohio USA
Jeffrey L. Rutherford	EVP, CFO, Treasurer, Assistant Secretary	3605 Warrensville Center Road Shaker Heights, Ohio USA
Wendell L. Wilson	EVP, CopyMax	3605 Warrensville Center Road Shaker Heights, Ohio USA
George J. Hechtman	SVP, Store Operations, Western Division	3605 Warrensville Center Road Shaker Heights, Ohio USA
Mark L. Keschl	SVP, Real Estate	3605 Warrensville Center Road Shaker Heights, Ohio USA
Mark L. Race	SVP, Store Planning	3605 Warrensville Center Road Shaker Heights, Ohio USA
Douglas J. Schwinn	SVP, Chief Information Officer	3605 Warrensville Center Road Shaker Heights, Ohio USA
Michael S. Zipser	SVP, Store Operations, Eastern Division	3605 Warrensville Center Road Shaker Heights, Ohio USA
Ross H. Pollock	SVP, General Counsel & Secretary	3605 Warrensville Center Road Shaker Heights, Ohio USA
Patrick J. Conroy	SVP, Finance	3605 Warrensville Center Road Shaker Heights, Ohio USA
Robert B. Hensley	SVP, Human Resources	3605 Warrensville Center Road Shaker Heights, Ohio USA
James R. Wuest	SVP, Merchandising & Marketing	3605 Warrensville Center Road Shaker Heights, Ohio USA
Wilson A. Lester, Jr.	SVP, Logistics	3605 Warrensville Center Road Shaker Heights, Ohio USA
Louis S. Bloch	VP, GMM Electronics	3605 Warrensville Center Road Shaker Heights, Ohio USA
Lee H. Gerstein	VP, GMM Supplies	3605 Warrensville Center Road Shaker Heights, Ohio USA
M. Lauren Bras	VP, Finance Controller	3605 Warrensville Center Road Shaker Heights, Ohio USA
Fred L. Fox	VP, GMM Computers	3605 Warrensville Center Road Shaker Heights, Ohio USA
Donald B. Campbell	VP, Imports & Pricing	3605 Warrensville Center Road Shaker Heights, Ohio USA
Richard M. Diamond	VP, GMM Furniture	3605 Warrensville Center Road Shaker Heights, Ohio USA
Jack E. Ingersoll, Jr.	VP, Inventory Management	3605 Warrensville Center Road Shaker Heights, Ohio USA

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George G. Seitzinger	VP, Advertising	3605 Warrensville Center Road Shaker Heights, Ohio USA
Judith A. Shoulak	VP, Retail Stores, HR Group	3605 Warrensville Center Road Shaker Heights, Ohio USA
Arthur R. Kainz	VP, Real Estate	3605 Warrensville Center Road Shaker Heights, Ohio USA
William M. Titus	VP, Loss Prevention & Risk Management	3605 Warrensville Center Road Shaker Heights, Ohio USA
John R. Pollock	VP, GMM Supplies	3605 Warrensville Center Road Shaker Heights, Ohio USA
Thomas Piteo	VP, Store Planning	3605 Warrensville Center Road Shaker Heights, Ohio USA
James D. Donegan	VP, Commercial/Catalog Sales	3605 Warrensville Center Road Shaker Heights, Ohio USA
G. Michael Tilton	VP, Tax	3605 Warrensville Center Road Shaker Heights, Ohio USA

OfficeMax, Inc.
List of Directors

3040 78-90125-22
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Director Name	Address
Michael Feuer	3605 Warrensville Center Road Shaker Heights, Ohio USA
Raymond L. Bank	3605 Warrensville Center Road Shaker Heights, Ohio USA
Burnett W. Donoho	3605 Warrensville Center Road Shaker Heights, Ohio USA
Carl D. Glickman	3605 Warrensville Center Road Shaker Heights, Ohio USA
James F. McCann	3605 Warrensville Center Road Shaker Heights, Ohio USA
Sydell L. Miller	3605 Warrensville Center Road Shaker Heights, Ohio USA
Ivan J. Winfield	3605 Warrensville Center Road Shaker Heights, Ohio USA