

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

FILED
Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000004510 (3)
 1. Corporation Name
AMERON INTERNATIONAL CORPORATION



Principal Place of Business 245 S. LOS ROBLES AVE. PASADENA CA 91101	Mailing Address 245 S. LOS ROBLES AVE. PASADENA CA 91101
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/30/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 77-0100596	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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 _____ (Signature: typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PDC MARLEN, JAMES S	1.2 NAME	
STREET ADDRESS	245 S. LOS ROBLES AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA 91101	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VP STRACNER, S DANIEL	2.2 NAME	
STREET ADDRESS	245 SOUTH LOS ROBLES AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V FISCHER, GEORGE J	3.2 NAME	
STREET ADDRESS	245 S. LOS ROBLES AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA 91101	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VP FOSCANTE, RAYMOND E	4.2 NAME	
STREET ADDRESS	245 S. LOS ROBLES AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VS SOLIS, JAVIER	5.2 NAME	
STREET ADDRESS	245 S. LOS ROBLES AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA 91101	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VPC WAGNER, GARY	6.2 NAME	
STREET ADDRESS	245 S. LOS ROBLES AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA	6.4 CITY-ST-ZIP	

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.

SIGNATURE: Gary Wagner, Senior Vice President/CFO 4/20/98 (626)683-4000

CR2E034 (10/97)