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FILED
May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000006329 (5)
 1. Corporation Name
SNAP-ON TOOLS COMPANY



Principal Place of Business 2801 80TH ST KENOSHA WI 53141-1410	Mailing Address PO BOX 1410 KENOSHA WI 53141-1410
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3. Date Incorporated or Qualified 12/29/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 58-2069671	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> 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	29
25	30

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 appl. cable) (NOTE: Registered Agent signature required when re-instating) DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	ELLIOTT, DALE F	
STREET ADDRESS	2801 80TH ST	
CITY-ST-ZIP	KENOSHA WI 53141-1410	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MARRINAN, SUSAN F	
STREET ADDRESS	2801 80TH ST	
CITY-ST-ZIP	KENOSHA WI 53141-1410	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	HERMAN, TIMM R	
STREET ADDRESS	6969 LAMESSON RD	
CITY-ST-ZIP	COLUMBUS GA 31909	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	DPRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ROBERT A. CORNOG	
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	TREASURER	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	DENIS J. LOVERINE	
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	CHIEF FINANCIAL OFFICER	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	DONALD S. HUML	
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	REVISED	
5.3 STREET ADDRESS	SCHEDULE ATTACHED	
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)(j), 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: *Denis J. Loverine* Denis J. LOVERINE 4/29/97 (414) 451-5200

CP2E034 (9/96)

Snap-on Tools Company

OFFICERS - SNAP ON TOOLS COMPANY

**Robert A. Cornog
President**

**Denis J. Loverine
Treasurer**

**Donald S. Huml
Chief Financial Officer**

**Susan F. Marrinan
Secretary**

ADDRESS FOR ALL OFFICERS:

**10801 CORPORATE DRIVE
P.O. BOX 1430
KENOSHA, WI 53141-1430**

Snap-on Tools Company

DIRECTORS - SNAP-ON TOOLS COMPANY

Robert A. Cornog
Snap-on Incorporated
10801 Corporate Drive
Kenosha, WI 53141-1430

Arthur L. Kelly
KEL Enterprises Ltd.
135 S. LaSalle Street, Suite 1117
Chicago, IL 60603

Donald W. Brinkman
Safety-Kleen Corp.
1000 N. Randall Road
Elgin, IL 60123

George M. Mead
Consolidated Papers
231 1st Avenue North
Wisconsin Rapids, WI 54495

Bruce S. Chelberg
Whitman Corporation
3501 Algonquin Road
Rolling Meadows, IL 60008

Edward H. Rensl
McDonald's Corp.
2915 Jorie Blvd.
Oak Brook, IL 60521

Roxanne J. Decyk
Amoco Chemical Co.
200 E. Randolph Dr.
Chicago, IL 60601

Jay H. Schnabel
Snap-on Incorporated
10801 Corporate Drive
Kenosha, WI 53141-1430

Raymond F. Farley
S.C. Johnson & Son
4081 N. Main Street
Racine, WI 53402

Branko M. Beronja
Snap-on Incorporated
10801 Corporate Drive
Kenosha, WI 53141-1430

Leonard A. Hadley
MayTag Corporation
403 W. 4th Street North
Newton, IA 50208