

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

FILED
Feb 13 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 # F96000001558 (3)

1. Corporation Name
MODINE AFTERMARKET HOLDINGS, INC.



Principal Place of Business 648-A MICHAEL WYLIE DRIVE CHARLOTTE NC 28217	Mailing Address 1500 DEKOVEN AVE. RACINE WI 53403
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/27/1996	4. FEI Number 56-1963377	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 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)	
83	
84 City	FL

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 (NOT! Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD SAVAGE, R T 1500 DEKOVEN AVE RACINE WI 53403	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD BAKER, M G 1500 DEKOVEN AVE RACINE WI 53403	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV JOHNSON, D R 1500 DEKOVEN AVE RACINE WI 53403	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV PAVLICK, W E 1500 DEKOVEN AVE RACINE WI 53403	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BRITTON, R B 679 BREA CANYON RD WALNUT CA 91789	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VT REID, A D 1500 DEKOVEN AVE RACINE WI 53403	<input type="checkbox"/> DELETE

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 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: **D. R. Zakos, Secretary** *(Signature)* **2/15/98 (414) 636-1200**

CR2E034 (1097)

**Modine Aftermarket Holdings, Inc.
1997-98**

Officers

Chairman	R. T. Savage Business: 1500 DeKoven Ave., Racine, WI 53403
President	M. G. Baker Business: 1500 DeKoven Ave., Racine, WI 53403
Vice President	D. R. Johnson Business: 1500 DeKoven Ave., Racine, WI 53403
Vice President	W. E. Pavlick Business: 1500 DeKoven Ave., Racine, WI 53403
Vice-President	R. B. Britton Business: 679 Brea Canyon Rd., Walnut, CA 91789
Vice-President	J. C. Cameron Business: 1500 DeKoven Ave., Racine, WI 53403
Vice President	M. A. Denker Business: 1500 DeKoven Ave., Racine, WI 53403
Vice President & Treasurer	A. D. Reid Business: 1500 DeKoven Ave., Racine, WI 53403
Secretary	D. R. Zakos Business: 1500 DeKoven Ave., Racine, WI 53403

Directors

R. T. Savage	Business: 1500 DeKoven Ave., Racine, WI 53403
D. R. Johnson	Business: 1500 DeKoven Ave., Racine, WI 53403
W. E. Pavlick	Business: 1500 DeKoven Ave., Racine, WI 53403
M. G. Baker	Business: 1500 DeKoven Ave., Racine, WI 53403