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04-26-1999 90291 040 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F97000000942

1. Corporation Name
SCHMALBACH-LUBECA PLASTIC CONTAINERS USA, INC.



Principal Place of Business
**10521 GREGORY RD
 MANCHESTER MI 48158
 US**

Mailing Address
**1101 31 ST ST
 MANCHESTER MI 48158
 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 10521 Highway M-52
 Suite, Apt. #, etc.
22
 City & State
23 Manchester, MI
 Zip
24 48158 Country
25 USA

2a. Mailing Address
26 10521 Highway M-52
 Suite, Apt. #, etc.
27
 City & State
28 Manchester, MI
 Zip
29 48158 Country
30 USA

3. Date Incorporated or Qualified
02/21/1997

4. FEI Number
36-4126680 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 owes the current year intangible Personal Property Tax. Yes 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 **FL** 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. (NOT Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	FIEDLER, HANNO C	
STREET ADDRESS	KAISERSWERTHER STRASSE 115	
CITY-ST-ZIP	D-40880 RATINGEN, GERMANY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HENDERSON, JAN MAARTEN	
STREET ADDRESS	KAISERSWERTHER STRASSE 115	
CITY-ST-ZIP	D-40880 RATINGEN, GERMANY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	VON DIEMAR, OTHMAR	
STREET ADDRESS	KAISERSWERTHER STRASSE 115	
CITY-ST-ZIP	D-40880 RATINGEN, GERMANY	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	WESTWOOD, WILLIAM J	
STREET ADDRESS	1101 31 ST ST	
CITY-ST-ZIP	DOWNERS GROVE IL 60515	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MCELYEA, JAMES M	
STREET ADDRESS	1101 31ST ST	
CITY-ST-ZIP	DOWNERS GROVE IL 60515	
TITLE	P	<input type="checkbox"/> DELETE
NAME	BURKE, WILLIAM	
STREET ADDRESS	10521 CITY RD	
CITY-ST-ZIP	MANCHESTER MI 48158	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	10521 Highway M-52
4.4 CITY-ST-ZIP	Manchester, MI 48158
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	President
6.3 STREET ADDRESS	Long, William J.
6.4 CITY-ST-ZIP	10521 Highway M-52 Manchester, MI 48158

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.073(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 a folder like empowered.

SIGNATURE: William J. Westwood (WJ WESTWOOD) 4/20/99 (734) 428 4654
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)