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Apr 22 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F97000004473 (1)**  
1. Corporation Name  
**BELL & HOWELL COPE COMPANY**



Principal Place of Business <b>2425 E. MEDINA RD. TUCSON AZ 36415-7337</b>	Mailing Address <b>2425 E. MEDINA RD. TUCSON AZ 36415-7337</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>08/25/1997</b>	4. FEI Number <b>36-4157337</b>	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. <b>5215 OLD ORCHARD Rd</b>	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
22. City & State	27. City & State <b>SKOKIE IL</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
23. Zip	28. Zip <b>60077</b>	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		
24. Country	29. Zip <b>60077</b>	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		
25. Country	30. Country <b>USA</b>			

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>	81. Name	10. Name and Address of New Registered Agent
	82. Street Address (P.O. Box Number is Not Acceptable)	
	83.	
	84. City	85. Zip Code
		<b>FL</b>

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>VD</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>JOHANSSON, NILS A</b>	1.2 NAME	
STREET ADDRESS	<b>1112 MEADOWBROOK LANE</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DEERFIELD IL 60015</b>	1.4 CITY-ST-ZIP	
TITLE	<b>PD</b>	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCSWINEY, BEN L</b>	2.2 NAME	
STREET ADDRESS	<b>12100 LOCKHART LANE</b>	2.3 STREET ADDRESS	<b>Michael DeRino</b>
CITY-ST-ZIP	<b>RALEIGH NC 27814</b>	2.4 CITY-ST-ZIP	<b>3599 MacDonald Circle</b>
TITLE	<b>V</b>	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LIEBERMAN, STUART T</b>	3.2 NAME	
STREET ADDRESS	<b>835 BERMUDA DUNES PLACE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORTHBROOK IL 60062</b>	3.4 CITY-ST-ZIP	
TITLE	<b>V</b>	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MATER, DWIGHT</b>	4.2 NAME	
STREET ADDRESS	<b>248 STANTON COURT EAST</b>	4.3 STREET ADDRESS	<b>PATRICK DONAHUE</b>
CITY-ST-ZIP	<b>BUFFALO GROVE IL 60089</b>	4.4 CITY-ST-ZIP	<b>313 HARVEST ROW COURT</b>
TITLE	<b>T</b>	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>O'SHEA, KEVIN</b>	5.2 NAME	
STREET ADDRESS	<b>123 NOTH MYRTLE</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ELMHURST IL 60126</b>	5.4 CITY-ST-ZIP	
TITLE	<b>SD</b>	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SALIT, GARY S</b>	6.2 NAME	
STREET ADDRESS	<b>154 WILLOW AVE.</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DEERFIELD IL 60015</b>	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.

CR2E034 (10/97)

BELL & HOWELL COPE COMPANY  
FEIN: 36-4157337  
LIST OF OFFICERS

3/6/98

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>
MICHAEL DERING 3599 MACDONALD CIRCLE RICHFIELD, OHIO 44286	PRESIDENT & DIRECTOR	219-54-8220
THOMAS CHADWICK 410 GLASGOW ROAD CARY, NC 27511	VICE PRESIDENT & CFO	109-46-8976
NILS A. JOHANSSON 1112 MEADOWBROOK LANE DEERFIELD, IL 60015	VICE PRESIDENT & DIRECTOR	344-56-3261
STUART LIEBERMAN 835 BERMUDA DUNES PL. NORTHBROOK, IL 60062	VICE PRESIDENT	350-42-2429
PATRICK DONAHUE 313 HARVEST ROW COURT CARY, N.C. 27513	VICE PRESIDENT	045-34-6149
RONALD NABORS 111 PEDDLE LOCH LANE CARY, N.C. 27511	VICE PRESIDENT	404-62-9003
JEFFREY QUADE 5013 SUNSET FOREST CIRCLE HOLLY SPRINGS, N.C. 27540	VICE PRESIDENT	396-62-5253
LISA PORTA 900 URBAN AVENUE DURHAM, N.C. 27701	V.P., GEN'L COUNSEL & ASST. SEC.	402-66-8723
KEVIN O'SHEA 123 N. MYRTLE ELMHURST, IL 60126	VICE PRESIDENT & TREASURER	325-58-4846
GARY SALIT 154 WILLOW AVE. DEERFIELD, IL 60015	SECRETARY & DIRECTOR	058-36-8408
MICHAEL WILHELM 6529 N. OSHKOSH CHICAGO, IL 60631	ASST. TREASURER	342-40-0636
EDMUND J. CAULFIELD 1332 W. LUNT CHICAGO, IL 60626	ASST. SECRETARY & ASST. TREASURER	342-30-9340