

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

**FILED**  
**May 18 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 # P10071 (9)**  
 1. Corporation Name  
**CATERPILLAR INC.**



Principal Place of Business <b>100 N.E. ADAMS STREET                  PEORIA IL 61629-7310                  US</b>	Mailing Address <b>100 N.E. ADAMS STREET                  PEORIA IL 61629-7310                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified <b>05/12/1986</b>	
4. FEI Number <b>37-0602744</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM  
 8751 WEST BROWARD BLVD.  
 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstalling) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>AFFINITO, LILYAN, H</b>	1.2 NAME	<b>See attached listing.</b>
STREET ADDRESS	<b>599 LEXINGTON AVE, 23RD FLOOR</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FONDAHL, JOHN W.</b>	2.2 NAME	
STREET ADDRESS	<b>12810 VISCAINO ROAD</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LOS ALTOS HILLS CA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GOODE, DAVID R</b>	3.2 NAME	
STREET ADDRESS	<b>THREE COMMERCIAL PLACE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORFOLK VA</b>	3.4 CITY-ST-ZIP	
TITLE	<b>DC</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FITES, DONALD, V</b>	4.2 NAME	
STREET ADDRESS	<b>100 NE ADAMS ST</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PEORIA IL</b>	4.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GORTER, JAMES P.</b>	5.2 NAME	
STREET ADDRESS	<b>200 W. MADISON, ST 3510</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	5.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BLOUNT, W. F</b>	6.2 NAME	
STREET ADDRESS	<b>LEVEL 15,231 ELIZABETH ST.</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SYDNEY NS</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.

SIGNATURE *John Gorter*

CR2E034 (10/97)

CATERPILLAR INC. OFFICERS

February 12, 1998

<u>Name and S.S.N.</u>	<u>Office</u>	<u>Business</u>
Donald V. Fites	Chairman and Chief Executive Officer	Caterpillar Inc. Peoria, IL 61629-7210
Glen A. Barton	Group President	Caterpillar Inc. Peoria, IL 61629-7240
Gerald S. Flaherty	Group President	Caterpillar Inc. Peoria, IL 61629-7230
James W. Owens	Group President	Caterpillar Inc. Peoria, IL 61629-7220
Richard L. Thompson	Group President	Caterpillar Inc. Peoria, IL 61629-7250
R. Rennie Atterbury III	Vice President, General Counsel and Secretary	Caterpillar Inc. Peoria, IL 61629-7310
James W. Baldwin	Vice President	Caterpillar Inc. Peoria, IL 61629-9210

Sidney C. Banwart

Vice  
President

Caterpillar Inc.  
P. O. Box 1875  
Peoria, IL 61656-1875

Vito H.  
Baumgartner

Vice  
President

Caterpillar Overseas S.A.  
76 Route de Frontenex  
Case Postale 6000  
1211 Geneva 6, Switzerland

James S. Beard

Vice  
President

Caterpillar Financial Services  
Corporation  
3322 W. End Avenue  
Nashville, TN 37203-1071

Richard A. Benson

Vice  
President

Caterpillar Inc.  
Peoria, IL 61629-2495

Ronald P. Bonati

Vice  
President

Caterpillar Inc.  
Peoria, IL 61629-1205

James E. Despain

Vice  
President

Caterpillar Inc.  
LC2100  
East Peoria, IL 61630

Roger E. Fischbach

Vice  
President

Caterpillar Inc.  
954 NC 42 East  
Clayton, NC 27520

Michael A.  
Flexsenhar

Vice  
President

Caterpillar Inc.  
P. O. Box 1430  
Decatur, IL 62525-1819

Donald M. Ings	Vice President	Solar Turbines Incorporated P. O. Box 85376 San Diego, CA 92186-5376
Duane H. Livingston	Vice President	Caterpillar Inc. Peoria, IL 61629-3305
Robert R. Macier	Vice President	Caterpillar Inc. P. O. Box 504 Joliet, IL 60434-0504
David A. McKie	Vice President	Caterpillar Inc. Peoria, IL 61629-4490
Daniel M. Murphy	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Douglas R. Oberhelman	Vice President and Chief Financial Officer	Caterpillar Inc. Peoria, IL 61629-5390
Gerald Palmer	Vice President	Caterpillar Inc. P. O. Box 348 Aurora, IL 60507
Robert C. Petterson	Vice President	Caterpillar Inc. Peoria, IL 61629-6105

John E. Pfeiffer	Vice President	Shin Caterpillar Mitsubishi Ltd. SBS Tower 4-10-1, Yoga Setagaya-ku, Tokyo 158, Japan
Siegfried R. Ramseyer	Vice President	Caterpillar Inc. Peoria, IL 61629-4490
Alan J. Rassi	Vice President	Caterpillar Inc. Peoria, IL 61629-4190
Gerald L. Shaheen	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Gary A. Stroup	Vice President	Caterpillar Inc. Peoria, IL 61629-6415
Sherril K. West	Vice President	Caterpillar Inc. Peoria, IL 61629-3400
Donald G. Western	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Wayne M. Zimmerman	Vice President	Caterpillar Inc. Peoria, IL 61629-4190
F. Lynn McPheeters	Treasurer	Caterpillar Inc. Peoria, IL 61629-5350

Robin D. Beran	Assistant Treasurer	Caterpillar Inc. Peoria, IL 61629-4295
Robert R. Gallagher	Controllor	Caterpillar Inc. Peoria, IL 61629-5280
Mary J. Callahan	Assistant Secretary	Caterpillar Inc. Peoria, IL 61629-7310
Laurie J. Huxtable	Assistant Secretary	Caterpillar Inc. Peoria, IL 61629-7310

02/12/98

DIRECTORS' ADDRESSES

<u>Name</u>	<u>Business Address</u>
Lilyan H. Affinito	599 Lexington Avenue 23rd Floor New York, NY 10022 Telephone 212-836-4889
W. Frank Blount	Telstra Corporation* Level 15, 231 Elizabeth Street Sydney, NSW 2000 Australia Telephone 011-61-29-204-9999
John T. Dillon	International Paper* Two Manhattanville Road Purchase, NY 10577 Telephone 914-397-1660
Donald V. Fites	Caterpillar Inc.* 100 N.E. Adams Street Peoria, IL 61629-7210 Telephone 309-675-4244
Juan Gallardo T.	Grupo Azucarero Mexico, S.A. de C.V. Grupo Embotelladoras Unidas, S.A. de C.V. Monte Caucazo 915, 4th Floor Col. Lomas de Chapultepec Mexico 11000 D.F. Telephone 011-525-540.52.30
David R. Goode	Norfolk Southern Corporation* Three Commercial Place Norfolk, VA 23510-2191 Telephone 757-629-2610

\*Send mail to this address.

02/12/98

DIRECTORS' ADDRESSES

<u>Name</u>	<u>Business Address</u>
James P. Gorter	Baker, Fentress & Company* 200 W. Madison, Suite 3510 Chicago, IL 60606 Telephone 312-236-9191 ext. 105
Peter A. Magowan	San Francisco Giants* Candlestick Park P. O. Box 24308 San Francisco, CA 94124 Telephone 415-330-2599
Gordon R. Parker	10101 E. Dry Creek Road* Englewood, CO 80112 Telephone 303-708-4300
George A. Schaefer	Caterpillar Inc.* 100 N.E. Adams Street Peoria, IL 61629-6210 Telephone 309-675-5311
Joshua I. Smith	The MAXIMA Corporation* 4200 Parliament Place Lanham, MD 20706-1849 Telephone 301-306-7401
Clayton K. Yeutter	Hogan & Hartson Columbia Square 555 Thirteenth Street NW Washington, DC 20004-1109 Telephone 202-637-5674

\*Send mail to this address.