

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

FILED
Feb 02 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 # P24105 (9)
 1. Corporation Name
STERLING FLUID SYSTEMS (USA) INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 2005 DR. ML KING ST. INDIANAPOLIS IN 46206 US	Mailing Address C/O TBG SERVICES INC. 565 FIFTH AVE. 17TH FL. NEW YORK NY 10017 US
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3. Date Incorporated or Qualified
04/28/1989

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number
93-0970734

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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. 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 the provisions of Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	MASSEY, IAN	
STREET ADDRESS	2005 DR M L KING JR. STREET	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LEVINE, ROBERT B.	
STREET ADDRESS	124 S. MARION PLACE	
CITY-ST-ZIP	ROCKVILLE CENTRE NY	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	MOORE, DAVID A	
STREET ADDRESS	2005 DR ML KING JR ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	VDAS	<input type="checkbox"/> DELETE
NAME	GREEN, STEPHEN	
STREET ADDRESS	1588 UNION AVE.	
CITY-ST-ZIP	HEWLETT NY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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: Robert B. Levine **ROBERT B. LEVINE** 1/5/98 212-850-8500
 PRESIDENT

CR2E034 (10/97)