

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

FILED
Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90010 010 *1,500.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P24105

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**

3. Date Incorporated or Qualified
04/28/1989

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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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, with all other like employees.

SIGNATURE: *Robert B. Levine*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ROBERT B. LEVINE
 VICE-PRESIDENT

1/4/99

212-850-8500

Date Daytime Phone #

CR2E034 (1/198)