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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90194 002 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
		DOCUMENT # P25398 1. Corporation Name UNC ARDCO INCORPORATED



Principal Place of Business % 175 ADMIRAL COCHRANE DRIVE %UNC INCORPORATED - TAX DEPARTMENT ANNAPOLIS MD 21401	Mailing Address % 175 ADMIRAL COCHRANE DRIVE %UNC INCORPORATED - TAX DEPARTMENT ANNAPOLIS MD 21401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 P.O. BOX 2216 Suite, Apt. #, etc. 22 City & State 23 SCHENECTADY, NY Zip Country 24 12301-2216 25	2a. Mailing Address 26 P.O. BOX 2216 Suite, Apt. #, etc. 27 City & State 28 SCHENECTADY, NY Zip Country 29 12301-2216 30	3. Date Incorporated or Qualified 07/26/1989	4. FEI Number 59-1633418	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> 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
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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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	S HENDERSON, STEPHEN P	1.2 NAME	VPAT BARBARA A. MELITA
STREET ADDRESS	1 NEUMANN WAY	1.3 STREET ADDRESS	12 CORPORATE WOODS BLVD
CITY-ST-ZIP	CINCINNATI OH 45215	1.4 CITY-ST-ZIP	ALBANY, NY 12211
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DVP BORNSTEIN, JEFFREY S	2.2 NAME	VPAT MARK E. BUCHANAN
STREET ADDRESS	1 NEUMANN WAY	2.3 STREET ADDRESS	12 CORPORATE WOODS BLVD
CITY-ST-ZIP	CINCINNATI OH 45215	2.4 CITY-ST-ZIP	ALBANY, NY 12211
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	AT FAHEY, JAMES P.	3.2 NAME	T STEVEN DUNNING
STREET ADDRESS	175 ADMIRAL COCHRANE DR	3.3 STREET ADDRESS	1 NEUMANN WAY
CITY-ST-ZIP	ANNAPOLIS MD	3.4 CITY-ST-ZIP	CINCINNATI, OH 45215
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	AT VARESCHI, WILLIAM J	4.2 NAME	AVP PAUL X. MCLAIN
STREET ADDRESS	1 NEUMANN WAY	4.3 STREET ADDRESS	175 ADMIRAL COCHRANE DRIVE
CITY-ST-ZIP	CINCINNATI OH 45215	4.4 CITY-ST-ZIP	ANNAPOLIS, MD 21401
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PD CLEMONS, DAVID L	5.2 NAME	VPAT FRANK YANOVER
STREET ADDRESS	432 NORTH 44TH STREET STE.340	5.3 STREET ADDRESS	12 CORPORATE WOODS BLVD.
CITY-ST-ZIP	PHOENIX AZ	5.4 CITY-ST-ZIP	ALBANY, NY 12211
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DS KROUPA, SHARON A.	6.2 NAME	AS
STREET ADDRESS	175 ADMIRAL COCHRANE DRIVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	ANNAPOLIS MD	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 empowered.

SIGNATURE: *Barbara A. Melita* **BARBARA A. MELITA** 4/21/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR VP & ASST. TREASURER Date Daytime Phone #

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UNC Arco Incorporated
Federal Id # 52-1633418

For Year: 1998

1/11/99

#P25398

Name	Title	Business Address
Jeffrey S. Bornstein	Director	1 Neumann Way Cincinnati OH 45215 US
Jeffrey S. Bornstein	Vice President	1 Neumann Way Cincinnati OH 45215 US
Mark E. Buchanan	Assistant Treasurer	12 Corporate Woods Boulevard Albany NY 12211 US
Mark E. Buchanan	Vice President	12 Corporate Woods Boulevard Albany NY 12211 US
Steven Dunning	Treasurer	1 Neuman Way Cincinnati OH 45215 US
Jim Fahey	Assistant Treasurer	175 Admiral Cochran Drive Annapolis 21401 US
Stephen P. Henderson	Secretary	1 Neumann Way Cincinnati OH 45215 US
Sharon A. Kroupa	Assistant Secretary	175 Admiral Cochran Drive Annapolis MD 21113 US
Paul X. McLain	Assisant Vice President	175 Admiral Cochran Drive Annapolis MD 21401 US
Barbara A. Melita	Assistant Treasurer	12 Corporate Woods Boulevard Albany NY 12211 US
Barbara A. Melita	Vice President	12 Corporate Woods Boulevard Albany NY 12211 US
William J. Vareschi	Assistant Treasurer	1 Neumann Way Cincinnati OH 45215
Frank Yanover	Assistant Treasurer	12 Corporate Woods Blvd Albany NY 12211
Frank Yanover	Vice President	12 Corporate Woods Blvd Albany NY 12211