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 Apr 24 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 499135 (2)
 1. Corporation Name
 SOLAR-GARD INTERNATIONAL, INC.



Principal Place of Business: 10801 75TH STREET NORTH LARGO FL 34647
 Mailing Address: 10801 75TH STREET N0F LARGO FL 33777-1425

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		03/17/1976	03/13/1996
22 City & State		27 City & State		4. FEI Number	Applied For
23 Zip		28 Zip		59-1657386	Not Applicable
24 Country		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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.					

12. OFFICERS AND DIRECTORS

TITLE	V	DELETE
NAME	LAZOWSKI, FRANK J	
STREET ADDRESS	11416 NEWPORT DR. W.	
CITY-ST-ZIP	WILLOWSPRINGS IL	
TITLE	V	DELETE
NAME	SMITH, ANGELA	
STREET ADDRESS	10801 75TH STREET NORTH	
CITY-ST-ZIP	LARGO FL	
TITLE	V	DELETE
NAME	SMITH, THOMAS	
STREET ADDRESS	10801 75TH ST., NO.	
CITY-ST-ZIP	LARGO FL	
TITLE	P	DELETE
NAME	FLETCHER, DAVID	
STREET ADDRESS	14079 VALLY SPRINGS ROAD	
CITY-ST-ZIP	POWAY CA	
TITLE	CEO	DELETE
NAME	EVANS, ROBERT G	
STREET ADDRESS	33 W. 630 ARMY TRAIL ROAD	
CITY-ST-ZIP	WAYNE IL	
TITLE	VP	DELETE
NAME	SMITH, ANGELA	
STREET ADDRESS	8602 BURNINGTREE CIR	
CITY-ST-ZIP	SEMINOLE FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
5.2 NAME	Chairman	
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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

14. I do 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: *Joseph A. Mailer* Joseph A. Mailer VP and Controller
 Date: April 14, 1997
 Daytime Phone #: (619) 576-0200

CR2E034 (9/96)



Specialty Films Inc.

A Material Sciences Corporation Company

4540 Viewridge Avenue • San Diego, California 92123-4359 • U.S.A.

List of Solar Gard International, Inc. Officers

G. Robert Evans
458-40-0432
Chairman
33W630 Army Trail Road
Box 710
Wayne, IL 60184

Gerald G. Nadig
103-36-2449
Chief Executive Officer
24354 Grandview Drive
Barrington, IL 60010

Frank J. Lazowski, Jr.
324-34-9983
Vice President - Human Resources
11416 Newport Dr. W.
Willow Springs, IL 60480

James J. Waclawik, Sr.
343-48-7466
Chief Financial Officer and Secretary
2153 Spaulding
West Dundee, IL 60118

David A. Fletcher
134-66-3350
President
14079 Valley Spring Road
Poway, CA 92064

Joseph A. Mahler
282-48-7311
Vice President and Controller
1989 Acorn Road
San Marcos, CA 92069

Thomas A. Smith
264-53-7051
Sr. Vice Pres. - Domestic Sales
8602 Burningtrees Circle
Seminole, FL 34647

Angela F. Smith
262-39-4762
Vice Pres. - Domestic Sales
8602 Burningtrees Circle
Seminole, FL 34647

Jeffrey C. Plummer
005-72-0187
Vice Pres. - International Sales
388 1st Street West
Tierra Verde, FL 33707

David J. DeNeve
334-62-3973
Assistant Secretary
6546 Raintree Court
Lisle, IL 60532