

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

FILED
May 19 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 # 805474 (4)
1. Corporation Name
THE LINCOLN ELECTRIC COMPANY

Principal Place of Business
22801 ST CLAIR AVE
CLEVELAND OH 44117
US

Mailing Address
22801 ST. CLAIRE AVE
CLEVELAND OH 44117
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 22801 St. Clair Ave Suite, Apt. #, etc. 22 City & State 23 Cleveland Ohio Zip Country 24 44117 25		2a. Mailing Address 26 22801 ST. CLAIR AVE Suite, Apt. #, etc. 27 City & State 28 Cleveland Ohio Zip Country 29 44117 30		3. Date Incorporated or Qualified 04/01/1942	
		4. FEI Number 34-0359955		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 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 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 85 Zip Code FL	
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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

Signature, type or printed name of registered agent and date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COB HASTINGS, DONALD F. 3205 FOX HOLLOW DR. PEPPER PIKE OH <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	Executive Vice President John M. Stropki 22801 St. Clair Ave Cleveland Ohio 44117-1199 <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P MASSARO, ANTHONY A 22801 ST CLAIR AVE CLEVELAND OH <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Chairman of Board, CEO <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT ELLIOTT, H. J 72 COHASSET DRIVE HUDSON OH <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	22801 St. Clair Ave Cleveland, OH 44117-1199 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VC CARLSON, HARRY 2688 FAIRMOUNT BL. CLEVELAND HEIGHTS OH <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Vice President, General Counsel, Secretary Frederick G. Stueber 22801 St. Clair Ave Cleveland OH 44117-1199 <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 in an attachment with an address.

SIGNATURE

[Signature]

3-30-98

CR2E034 (10/97)

**THE LINCOLN ELECTRIC COMPANY
BOARD OF DIRECTORS AS OF JANUARY 1, 1997**

Harry Carlson	DIRECTOR
David H. Gunning	DIRECTOR
Edward E. Hood, Jr.	DIRECTOR
Paul E. Lego	DIRECTOR
Hugh L. Libby	DIRECTOR
David C. Lincoln	DIRECTOR
Emma S. Lincoln	DIRECTOR
G. Russell Lincoln	DIRECTOR
Kathryn Jo Lincoln	DIRECTOR
Frederick W. Mackenbach	DIRECTOR
Henry L. Meyer III	DIRECTOR
Lawrence O. Selhorst	DIRECTOR
Craig R. Smith	DIRECTOR
Frank Steingass	DIRECTOR

THE LINCOLN ELECTRIC COMPANY BOARD OF OFFICERS

NAME (Term Expiration Date)	TITLE	BUSINESS ADDRESS
Anthony A. Massaro	President, Chief Executive Officer and Chairman of the Board	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199
John M. Stropki	Executive Vice President, President, North America	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199
H. Jay Elliott	Senior Vice President, Chief Financial Officer, and Treasurer	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199
Frederick G. Stueber	Senior Vice President, General Counsel and Secretary	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199
William J. Twyble	Senior Vice President Engineering & Marketing	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199
Richard C. Ulstad	Senior Vice President - Manufacturing	The Lincoln Electric Company 22801 St. Clair Ave Cleveland, OH 44117-1199