

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

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May 12 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **810619** (7)  
1. Corporation Name  
**BENJAMIN MOORE & CO.**



Principal Place of Business <b>CHESTNUT RIDGE ROAD MONTVALE, NEWJERSEY 07645</b>	Mailing Address <b>CHESTNUT RIDGE ROAD MONTVALE, NEWJERSEY 07645</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>11/04/1955</b>	3a. Date of Last Report <b>05/01/1996</b>
21		26		4. FEI Number <b>13-5256230</b>	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

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, 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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<b>Director</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WORKMAN, MAURICE C</b>	1.2 NAME	
STREET ADDRESS	<b>31 SHERWOOD DOWNS</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PARK RIDGE NJ</b>	1.4 CITY-ST-ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	2.1 TITLE	<b>Director</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FRITZ, W.J.</b>	2.2 NAME	
STREET ADDRESS	<b>11 COUNTRY LANE</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MAHWAH NJ</b>	2.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VAIL, CHARLES C.</b>	3.2 NAME	
STREET ADDRESS	<b>560 W CRESCENT AVENUE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ALLENDALE NJ</b>	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BELCHER JR, BENJAMIN M</b>	4.2 NAME	
STREET ADDRESS	<b>99 BARNES RD</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>STAMFORD CT</b>	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>QUAID, MICHAEL C</b>	5.2 NAME	
STREET ADDRESS	<b>2118 N STILES STREET</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LINDEN, NJ 07036</b>	5.4 CITY-ST-ZIP	
TITLE	CO <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ROOB, RICHARD</b>	6.2 NAME	
STREET ADDRESS	<b>14 EAST 90TH STREET</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK, NY 00000</b>	6.4 CITY-ST-ZIP	

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: *John T. Rafferty* **John T. Rafferty - Secretary 4-23-97 (201)573-9600**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

**BENJAMIN MOORE & CO.**

**OFFICERS  
ELECTED 4/17/97**

**ADDRESS**

**NAME OF OFFICE**

Benjamin M. Belcher, Jr.	99 Barnes Road Stamford, CT 06902	Executive Vice President
Ward C. Belcher	153 Carlisle Terrace Ridgewood, NJ 07450	Vice President- Operations
Michael A. Bonner	271 Alpine Trail Sparta, NJ 07871	Vice President-Technology
Richard H. Delventhal	345 Shadyside Road Ramsey, NJ 07446	Controller
Yvan Dupuy	23 Macintyre Road Allendale, NJ 07401	President and Chief Operating Officer
Donald W. Everett	113 Lake Shore Drive Hewitt, NJ 07421	Vice President-Sales and Marketing
William J. Foote	15 Mills Road Montebello, NY 10901	Vice President-Finance
Leonard S. Goodman	11 Foxhill Road Chestnut Ridge, NY 10977	Senior Vice President and Chief Financial Officer
James E. Henderson	2 East Gate Drive Glenwood, NJ 07418	Treasurer
John T. Rafferty	440 E. 23rd Street New York, NY 10010	Secretary and General Counsel
Richard Roob	14 East 90th Street New York, NY 10028	Chairman of the Board of Directors and Chief Executive Officer
Charles C. Vall	560 W. Crescent Avenue Allendale, NJ 07401	Vice President-Human Resources and Administration

**BENJAMIN MOORE & CO.**

**DIRECTORS**

**ELECTED 4-20-95 FOR A TERM OF THREE YEARS**

Benjamin M. Belcher, Jr.  
99 Barnes Road, Stamford, CT 06902  
Yvan Dupuy  
23 Macintyre Road, Allendale, NJ 07401  
William J. Fritz  
787 Ocean Avenue, West End, NJ 07740  
Gerald W. Moore  
8494 E. Hawaii Lane, Denver, CO 80231  
Michael C. Quaid  
2116 N. Stiles St., Linden, NJ 07636

**ELECTED 4-17-97 FOR A TERM OF THREE YEARS**

Ward C. Belcher  
153 Carlisle Terrace, Ridgewood, NJ 07450  
Frederick J. Costello  
27290 Hidden River Court, Bonita Springs, FL 34134  
Robert J. Hodgson  
48 Hartley Lane, Bedminster, NJ 07921  
Ralph W. Lettieri  
67 Huron Drive, Chatham, NJ 07928  
John C. Moore, Jr.  
2424 Freetown Drive, Reston, VA 22091  
Richard Roob  
14 E. 90th St., New York, NY 10028  
Maurice C. Workman  
31 Sherwood Downs, Park Ridge NJ 07656

**ELECTED 4-17-97 FOR A TERM OF TWO YEARS**

Robert H. Mundhelm  
131 E. 69th St., Apt. 9B, New York, NY 10021

**ELECTED 4-18-96 FOR A TERM OF THREE YEARS**

Charles H. Bergmann, Jr.  
556 Bronson Street, Waupun, WI 53983  
Frank W. Burr  
22 Deerhill Drive, Ho-Ho-Kus, NJ 07423  
Sara B. Wardell  
16 Westmount Road, Salisbury, CT 06068  
Joseph Sobie  
1468 Woodeden Drive, Mississauga, Ontario, Canada  
Charles C. Vail  
560 W. Crescent Ave., Allendale, NJ 07401  
Ward B. Wack  
7145 East Oakmont Drive, Paradise Valley, AZ 85253