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Secretary of State

06-08-1999 90005 008 ***550.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 823587

1. Corporation Name
SAFETY-KLEEN SYSTEMS, INC.



Principal Place of Business
**1 BRINCKMAN WY
 EGLIN IL 60123
 US**

Mailing Address
**1 BRINCKMAN WY
 EGLIN IL 60123
 US**

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 08/08/1969 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 39-6090019 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | | | | | | | |
|---|--|--|--|--|--|-----------|----|
| 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 | FL | 85 |

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 | D | <input checked="" type="checkbox"/> DELETE | 1.1 TITLE | P, D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BRINCKMAN, DONALD W | | 1.2 NAME | Kenneth W. Winger | |
| STREET ADDRESS | 1 BRINCKMAN WY | | 1.3 STREET ADDRESS | 1301 Gervais St. Suite 300 | |
| CITY-ST-ZIP | ELGIN IL 60123 | | 1.4 CITY-ST-ZIP | Columbia, SC 29201 | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE | 2.1 TITLE | V | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BLOCK, KENNETH | | 2.2 NAME | Michael J. Bragagnola | |
| STREET ADDRESS | 11 WOODLEY ROAD | | 2.3 STREET ADDRESS | 1301 Gervais St. Suite 300 | |
| CITY-ST-ZIP | WINNETRA IL | | 2.4 CITY-ST-ZIP | Columbia, SC 29201 | |
| TITLE | S | <input checked="" type="checkbox"/> DELETE | 3.1 TITLE | S | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SCOTT, KRILL | | 3.2 NAME | Henry H. Taylor | |
| STREET ADDRESS | 1803 BELTER CT | | 3.3 STREET ADDRESS | 1301 Gervais St. Suite 300 | |
| CITY-ST-ZIP | GENEVA IL 60134 | | 3.4 CITY-ST-ZIP | Columbia, SC 29201 | |
| TITLE | T | <input checked="" type="checkbox"/> DELETE | 4.1 TITLE | T | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RUDNICK, LAURENCE M | | 4.2 NAME | Paul R. Humphreys | |
| STREET ADDRESS | 375 TOWN PLACE CIR | | 4.3 STREET ADDRESS | 1301 Gervais St. Suite 300 | |
| CITY-ST-ZIP | BUFFALO GROVE IL 60089 | | 4.4 CITY-ST-ZIP | Columbia, SC 29201 | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GWILLIM, RUSSELL A | | 5.2 NAME | | |
| STREET ADDRESS | 18 HARLESTON GREEN | | 5.3 STREET ADDRESS | | |
| CITY-ST-ZIP | HILTON HEAD SC | | 5.4 CITY-ST-ZIP | | |
| TITLE | P | <input checked="" type="checkbox"/> DELETE | 6.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CHALHOMB, JOSEPH | | 6.2 NAME | | |
| STREET ADDRESS | 1 BRINCKMAN WY | | 6.3 STREET ADDRESS | | |
| CITY-ST-ZIP | ELGIN IL 60123 | | 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: _____ DATE: **5/18/99** DAYTIME PHONE #: **803 933 4279**

CR2E034 (11/98)