

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

FILED
Mar 31 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 # 840698 (5)
1. Corporation Name
BARBER-COLMAN COMPANY

Principal Place of Business 1354 CLIFFORD AVE PO BOX 2940 LOVES PARK IL 61132-2940	Mailing Address 1354 CLIFFORD AVE PO BOX 2940 LOVES PARK IL 61132-2940
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/23/1978	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-0772170	Applied For <input type="checkbox"/> 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 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	

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

SIGNATURE: *Charles W. Mortham* 040698 05/25/98 815737-3574

CR2E034 (10/97)

**BARBER-COLMAN COMPANY
DIRECTORS AND OFFICERS
February, 1997**

DIRECTORS

S. Krieger	One New York Plaza, New York, NY 10004-1980
R. Mann	Saxon House, 2-4 Victoria St., Windsor, Berkshire, England SL4 1EN
J. F. Mueller	8161 U. S. Route 42 North, Plain City, OH 43064
G. W. Sarney	33 Commercial St., Foxboro, MA 02035-2099
A. M. Yurko	Saxon House, 2-4 Victoria St., Windsor, Berkshire, England SL4 1EN

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OFFICERS

Chairman and Chief Executive Officer

A. M. Yurko Saxon House, 2-4 Victoria St., Windsor, Berkshire, England SL4 1EN

Executive Vice President

G. W. Sarney 33 Commercial St., Foxboro, MA 02035-2099

Executive Vice President

J. F. Mueller 8161 U. S. Route 42 North, Plain City, OH 43064

Executive Vice President Finance

T. Foley 33 Commercial St., Foxboro, MA 02035-2099

Vice President and President Siebe Environmental Controls Division

Richard M. Armbrust 1354 Clifford Avenue, Loves Park, IL 61132

Vice President and General Manager Aerospace and Power Controls Division

C. D. Spittler 1354 Clifford Avenue, Loves Park, IL 61132

Vice President and General Manager Industrial Instruments Division

John Simontacchi 1354 Clifford Avenue, Loves Park, IL 61132

Directors and Officers - continued

Secretary, Treasurer & General Counsel

P. G. Schuler 1354 Clifford Avenue, Loves Park, IL 61132

Controller and Assistant Secretary

C. M. Valentine 1354 Clifford Avenue, Loves Park, IL 61132

Assistant Secretary

Jim Bays Saxon House, 2-4 Victoria St., Windsor, Berkshire, England SL4 1EN

Assistant Secretary

K. G. Brake 1354 Clifford Avenue, Loves Park, IL 61132

Assistant Secretary

R.P.A. Coles Saxon House, 2-4 Victoria St., Windsor, Berkshire, England SL4 1EN

Assistant Secretary

P. A. Duffey 1354 Clifford Avenue, Loves Park, IL 61132

Assistant Secretary

W. Geary 1354 Clifford Avenue, Loves Park, IL 61132

Assistant Secretary

S. Krieger One New York Plaza, New York, NY 10004-1980

Assistant Treasurer

Brent Schultz 1354 Clifford Avenue, Loves Park, IL 61132

Assistant Secretary

Mitzi Streid 1354 Clifford Avenue, Loves Park, IL 61132

Federal Identification Number 36-0772170

Incorporation in the State of Delaware
3 March 1978

Qualified in Illinois
24 May 1978