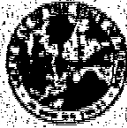


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
Sandra G. Morfitt
Secretary of State
DIVISION OF CORPORATIONS

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 APR 11 PM 9:31

DOCUMENT # 855029 (5)
1. Corporation Name
BORG-WARNER PROTECTIVE SERVICES CORPORATION

Principal Place of Business Mailing Address
**TWO CAMPUS DR.
PARSIPPANY NJ 07054
US** **200 S. MICHIGAN AVE.
CHICAGO IL 60604**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **12/20/1982** 3a. Date of Last Report **04/01/1994**

4. FEI Number **36-3179778** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

6. This corporation has liability for intangible tax under S. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.
22. City & State 27. City & State
23. Zip 28. Zip
24. Country 25. Country 29. Country 30. Country

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 _____ DATE _____
Signature, typed or printed name of registered agent and his or her applicable. (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD TRAUSCHT, DONALD C	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	200 S MICHIGAN AVE.	1.2 NAME	
STREET ADDRESS	CHICAGO IL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	AS WENTZ, JACK L	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	200 S MICHIGAN AVE	2.2 NAME	AS BLIGH, DIANA W.
STREET ADDRESS	CHICAGO IL	2.3 STREET ADDRESS	200 S. MICHIGAN AVE.
CITY-ST-ZIP		2.4 CITY-ST-ZIP	CHICAGO, IL 60604
TITLE	S LEWIS, EDWIN L.	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2 CAMPUS DR.	3.2 NAME	
STREET ADDRESS	PARSIPPANY NJ	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	AT MCGOVERN, B.J.	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	200 S MICHIGAN AVE	4.2 NAME	AT VELDMAN, SCOTTR.
STREET ADDRESS	CHICAGO IL	4.3 STREET ADDRESS	200 S. MICHIGAN AVE.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	CHICAGO, IL 60604
TITLE	VD AUGUSTINE, JOSEPH P.	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1633 LITTLETON ROAD	5.2 NAME	
STREET ADDRESS	PARSIPPANY NJ	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VD COMSTOCK, ROGER H.	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2 CAMPUS DRIVE	6.2 NAME	PD O'BRIEN, JOHN D.
STREET ADDRESS	PARSIPPANY NJ	6.3 STREET ADDRESS	TWO Campus Dr
CITY-ST-ZIP		6.4 CITY-ST-ZIP	PARSIPPANY NJ 07054

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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: Diana W. Bligh **Diana W. Bligh** **Asst. Secretary 4/5/95 312 322-8500**
SIGNATURE AND TYPED OR PRINTED NAME OF FORMING OFFICER OR DIRECTOR

855 029

BORG-WARNER PROTECTIVE SERVICES CORPORATION

EIN: 36-3179778

OFFICERS

Name & Business Address

President	John D. O'Brien 200 S. Michigan Ave. Chicago, IL 60604
Vice President	Joseph P. Augustine Two Campus Drive Parsippany, NJ 07054
Treasurer	William J. Cadigan Two Campus Drive Parsippany, NJ 07054
Secretary	Edwin L. Lewis Two Campus Drive Parsippany, NJ 07054
Asst. Secretary	Diana W. Bligh 200 S. Michigan Ave. Chicago, IL 60604
Asst. Treasurer	Scott R. Veldman 200 S. Michigan Ave. Chicago, IL 60604

DIRECTORS

Joseph P. Augustine	Two Campus Drive Parsippany, NJ 07054
Neal F. Farrell	200 S. Michigan Avenue Chicago, IL 60604
Donald C. Trauscht	200 S. Michigan Avenue Chicago, IL 60604
John D. O'Brien	200 S. Michigan Ave. Chicago, IL 60604