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**Apr 09 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

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



Principal Place of Business: **TWO CAMPUS DR. PARSIPPANY NJ 07054 US**
Mailing Address: **200 S. MICHIGAN AVE. CHICAGO IL 60604-2402**

3. Date Incorporated or Qualified: **12/20/1982**
3a. Date of Last Report: **05/01/1996**
4. FEI Number: **36-3179778**
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21. Suite, Apt. # etc.
22. City & State
23. Zip
24. Country
25. Country

2a. Mailing Address
26. Suite, Apt #, etc.
27. City & State
28. Zip
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
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	TRAUSCHT, DONALD C	
STREET ADDRESS	200 S MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BLIGH, DIANA W.	
STREET ADDRESS	200 S MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LEWIS, EDWIN L.	
STREET ADDRESS	2 CAMPUS DR.	
CITY-ST-ZIP	PARSIPPANY NJ	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	VELDMAN, SCOTT R	
STREET ADDRESS	200 S MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	AUGUSTINE, JOSEPH P.	
STREET ADDRESS	1633 LITTLETON ROAD	
CITY-ST-ZIP	PARSIPPANY NJ	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	O'BRIEN, JOHN D	
STREET ADDRESS	TWO CAMPUS DRIVE	
CITY-ST-ZIP	PARSIPPANY NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	WOOD, TIMOTHY M.	
1.3 STREET ADDRESS	200 S. MICHIGAN AVE	
1.4 CITY-ST-ZIP	CHICAGO IL 60604	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	COOPER, BRIAN S.	
4.3 STREET ADDRESS	200 S. MICHIGAN AVE	
4.4 CITY-ST-ZIP	CHICAGO IL 60604	
5.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	MCMULTY, JAMES F.	
5.3 STREET ADDRESS	200 S. MICHIGAN AVE.	
5.4 CITY-ST-ZIP	CHICAGO IL 60604	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Diana W. Bligh* **Diana W. Bligh** **3/31/97** **312 322-8500**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)