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PROFIT
CORPORATION
ANNUAL REPORT
1998

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

DOCUMENT # F92000000498 (7)

1. Corporation Name

BRINK'S INTERNATIONAL MANAGEMENT GROUP, INC.

Principal Place of Business

C/O THE PITSTON COMPANY
P. O. BOX 120070
STAMFORD CT 06912-0070

Mailing Address

C/O THE PITSTON COMPANY
P.O. BOX 4000
LABANON VA 34366
US

2. Principal Place of Business

21 *The Pittston Company*
Suite, Apt. #, etc.

2a. Mailing Address

26 Suite, Apt. #, etc.

22 *1000 Virginia Center Parkway*
City & State

27 City & State

23 *Glen Allen VA*

28 Zip

24 *23058*

29 Country

30 Zip

30 Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/04/1992

4. FEI Number

06-1169499

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional

Fee Required

6. Election Campaign Financing

\$5.00 May Be

Added to Fees

7. This corporation owes or has paid the current year Intangible
Personal Property Tax due June 30. Yes No

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 NAME STREET ADDRESS CITY-ST-ZIP	PD DAN, MT THORNDALE CIRCLE DARIEN CT	<input type="checkbox"/> DELETE 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT KETRON, ROGER D 448 NE MAIN ST LEBANON VA	<input type="checkbox"/> DELETE 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WALSH, J T STURGES HIGHWAY WESTPORT CT	<input type="checkbox"/> DELETE 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S SALVIA, M C WESTPORT ROAD WILTON CT 06897	<input checked="" type="checkbox"/> DELETE 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<i>Secretary Melissa H. Breen One Thorndale Circle Darien, CT 06820</i> <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V DARAGAN, T W STEMWAY ROAD TRUMBULL CT 06811	<input type="checkbox"/> DELETE 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS ROGLIANO, G R 100 FIRST STAMFORD PLACE STAMFORD CT 06912-0070	<input type="checkbox"/> DELETE 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<i>1000 Virginia Center Parkway Glen Allen, VA 23058</i> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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:

Sandra B. Martham

FLORIDA DEPARTMENT OF STATE

4/24/98

54-889-16293

CR2E034 (10/97)

NAME	TITLE	OFFICER/ DIRECTOR	BUSINESS ADDRESS
Ann M. Flannery	Assistant Controller	Officer	One Thorndal Circle Darien, CT 06820
Melissa H. Biren	Vice President, General Counsel and Secretary	Officer	One Thorndal Circle Darien, CT 06820
Frances A. Van Gessel	Assistant Controller	Officer	One Thorndal Circle Darien, CT 06820
Gary R. Rogliano	Assistant Secretary	Officer	1000 Virginia Center Parkway Glen Allen, VA 23058-4229
Roger D. Ketron	Assistant Treasurer	Officer	448 NE Main Street Lebanon, Va 24266
Joan K. Ventrillo	Assistant Secretary	Officer	One Thorndal Circle Darien, CT 06820
Timothy Blackwell	Vice President	Officer	12-14 Waratah Street Mona Vale, N.S.W., Australia
Christopher P. Corrini	Vice President	Officer / Director	One Thorndal Circle Darien, CT 06820
John T. Walsh	Senior Vice President	Officer / Director	One Thorndal Circle Darien, CT 06820
Joseph Eyal	Vice President	Officer	54 Bezelai Street, Suite 675 Ramat Gan, Israel
Willy Verbrugghe	Vice President	Officer	One Thorndal Circle Darien, CT 06820
Michael T. Dan	Chairman & President	Officer / Director	One Thorndal Circle Darien, CT 06820
Thomas W. Daragan	Senior Vice President & Controller	Officer	One Thorndal Circle Darien, CT 06820