

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

FILED

May 11 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 # F92000000498 (7)
1. Corporation Name
BRINK'S INTERNATIONAL MANAGEMENT GROUP, INC.



Principal Place of Business C/O THE PITTSTON COMPANY P. O. BOX 120070 STAMFORD CT 06912-0070	Mailing Address C/O THE PITTSTON COMPANY P.O. BOX 400 LABANON VA 34366 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 The Pittston Company Suite, Apt. #, etc. 22 1000 Virginia Center Parkway City & State 23 Glen Allen VA Zip 24 23058 Country 25 USA	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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3. Date Incorporated or Qualified 12/04/1992	4. FEI Number 06-1169499	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current 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 85 Zip Code FL
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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 NAME STREET ADDRESS CITY-ST-ZIP	PD DAN, MT THORNDAL CIRCLE DARIEN CT <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT KETRON, ROGER D 448 NE MAIN ST LEBANON VA <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WALSH, J T STURGES HIGHWAY WESTPORT CT <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S SALVIA, M C WESTPORT ROAD WILTON CT 06897 <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V DARAGAN, T W STEMWAY ROAD TRUMBULL CT 06811 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS ROGLIANO, G R 100 FIRST STAMFORD PLACE STAMFORD CT 06912-0070 <input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Secretary Melissa H. Breen Dae-Thorndal Circle Darien, CT 06820
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1000 Virginia Center Parkway Glen Allen, VA 23058

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: Roger Ketron 4/24/98 541-889-16293

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. Rogilano	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. Corrinl	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 Bezelal 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