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FILED
May 05 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F93000005459 (3)**

1. Corporation Name
GOULD INSTRUMENT SYSTEMS, INC.



Principal Place of Business 35129 CURTIS BLVD EASTLAKE OH 44095-4001	Mailing Address 81 WYMAN STREET WALTHAM MA 02154-1223
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3. Date Incorporated or Qualified 12/01/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 34-1750910	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 8333 ROCKSIDE ROAD Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State 23 VALLEYVIEW, OH	27 City & State
24 Zip 44125	25 Country
28 Zip 02154	29 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH 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 _____ (Signature, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when resigning) DATE _____

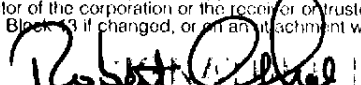
12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	THEO MELAS-KKYRIAZI	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	AGHABABIAN, ROBERT V.	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LAMBERT, SANDRA	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	
TITLE	T	<input type="checkbox"/> DELETE
NAME	PAINTER, JONATHAN W.	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HOOGASIAN, SETH H.	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	KELLEHER, PAUL F.	
STREET ADDRESS	81 WYMAN STREET	
CITY-ST-ZIP	WALTHAM MA 02254	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	CHRIS MATHER	
1.3 STREET ADDRESS	8333 ROCKSIDE ROAD	
1.4 CITY-ST-ZIP	VALLEYVIEW, OH 44125	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
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 supplement 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:  Assistant Secretary 4/24/97

CR2E034 (9/96)

**ADDITIONAL OFFICERS FOR
GOULD INSTRUMENT SYSTEMS, INC.**

VICE PRESIDENTS:

GARY L. BROWN	8333 ROCKSIDE ROAD, VALLEYVIEW, OH 44125
EDWARD D. CURRAN	8333 ROCKSIDE ROAD, VALLEYVIEW, OH 44125
ROBERT A. DAKES	8333 ROCKSIDE ROAD, VALLEYVIEW, OH 44125

ASSISTANT TREASURER:

KENNETH J. APICERNO	81 WYMAN STREET, WALTAM, MA 02254
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DIRECTORS:

EARL R. LEWIS	8 E FORGE PARKWAY, FRANKLIN, MA 02038
THEO MELAS-KYRIAZI	8 W FORGE PARKWAY, FRANKLIN, MA 02038