


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

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90129 024 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000000673

1. Corporation Name
BT OFFICE PRODUCTS INTERNATIONAL, INC.



Principal Place of Business 2150 EAST LAKE COOK ROAD SUITE 230 BUFFALO GROVE IL 60089 US	Mailing Address 2150 EAST LAKE COOK ROAD SUITE 230 BUFFALO GROVE IL 60089 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 SIX PARKWAY NORTH Suite, Apt. #, etc. SUITE 400 City & State DEERFIELD, IL Zip 60015 Country US		2a. Mailing Address 26 SIX PARKWAY NORTH Suite, Apt. #, etc. SUITE 400 City & State DEERFIELD, IL Zip 60015 Country US	3. Date Incorporated or Qualified 02/09/1995
22. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		4. FEI Number 13-3245865 Applied For <input type="checkbox"/> Not Applicable	
23. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees		5. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent <table border="1"><tr><td>81. Name</td><td></td></tr><tr><td>82. Street Address (P.O. Box Number is Not Acceptable)</td><td></td></tr><tr><td>83.</td><td></td></tr><tr><td>84. City</td><td>FL</td></tr><tr><td>85. Zip Code</td><td></td></tr></table>		81. Name		82. Street Address (P.O. Box Number is Not Acceptable)		83.		84. City	FL	85. Zip Code	
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELLAR, LORRENCE T.	1.2 NAME	RICHARD DUBIN
STREET ADDRESS	3100 WEST BIG BEAVER	1.3 STREET ADDRESS	512 BONHOMME WOODS
CITY-ST-ZIP	TROY MI 48084	1.4 CITY-ST-ZIP	ST. LOUIS, MO 63132
TITLE	CD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOFFRIE, FRANS H.J.	2.2 NAME	SIX PARKWAY NORTH SUITE 400
STREET ADDRESS	2150 E LAKE COOK RD #590	2.3 STREET ADDRESS	DEERFIELD, IL 60015-2544
CITY-ST-ZIP	BUFFALO GROVE IL	2.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEONARD, FRANCIS	3.2 NAME	SIX PARKWAY NORTH SUITE 400
STREET ADDRESS	2150 E LAKE COOK ROAD	3.3 STREET ADDRESS	DEERFIELD, IL 60015-2544
CITY-ST-ZIP	BUFFALO GROVE IL	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUBIN, RICHARD	4.2 NAME	
STREET ADDRESS	512 BONHOMME WOODS	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MD 63132	4.4 CITY-ST-ZIP	
TITLE	O <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VREEDENBURGH, HARRY G.	5.2 NAME	BREM HORSTLAAN 2
STREET ADDRESS	2244 ES WASSENAAR THE NETHERLANDS	5.3 STREET ADDRESS	2244 ES WASSENAAR THE NETHERLANDS
CITY-ST-ZIP	BREM HORSTLAAN 2	5.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CULLEN, THOMAS F	6.2 NAME	SIX PARKWAY NORTH SUITE 400
STREET ADDRESS	2150 E LAKE COOK RD #590	6.3 STREET ADDRESS	DEERFIELD, IL 60015-2544
CITY-ST-ZIP	BUFFALO GROVE IL	6.4 CITY-ST-ZIP	

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 upon an attachment with an address, with all other like empowered.

SIGNATURE:


SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-9-99

Date

847-444-4172

Daytime Phone #

CR2E034 (1/98)



444811-90129-24.
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List of Officers

Frans H.J. Koffrie - - Chairman of the Board of Directors , President and Chief Executive Officer

Museumplein 9
1071 DJ Amsterdam
The Netherlands

Richard C. Dubin - Executive Vice President & President, BT Office Products North America

512 Bonhomme Woods
St. Louis, MO 63132
SSN 490-40-4463

Francis J. Leonard -- Vice President - Finance, & CFO

5812 North Corona Drive
Palatine, Illinois 60067
SSN 328-46-5879

Thomas F. Cullen - Vice President, General Counsel and Corporate Secretary

65 E. Scott; Apt. 9A
Chicago, Illinois 60610
SSN 043-50-4238

Michael J. Miller - Senior Vice President, Strategic Systems

3516 Lake Powell
Arlington, TX 76016
SSN 453-02-5074

Janhein H. Pieterse - Vice President and President, BT Office Products Europe

Ten Katelaan 18
3723 DS Bilthoven
The Netherlands
SSN None (European Resident and Citizen)



List of Directors

Frans H.J. Koffrie - Chairman of the Board of Directors
Museumplein 9
1071 DJ Amsterdam
The Netherlands

Harry G. Vreedenburgh
Bremhorstlaan 2
2244 ES Wassenaar
The Netherlands

Richard C. Dubin
512 Bonhomme Woods
St. Louis, MO 63132

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