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FILED
May 21 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 # F97000000403 (2)
 1. Corporation Name
THE REXROTH CORPROATION



Principal Place of Business 2315 CITY LINE RD BETHLEHEM PA 18017-2131	Mailing Address 2315 CITY LINE RD BETHLEHEM PA 18017-2131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/24/1997	
21	22	23	24	25	26
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 23-1687400	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	25	29	30	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**

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

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	DC	<input type="checkbox"/> DELETE
NAME	WITTE, WINFRIED	
STREET ADDRESS	LOHR AM MAIN	
CITY-ST-ZIP	GERMANY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HIERONIMUS, ALBERT DR	
STREET ADDRESS	LOHR AM MAIN	
CITY-ST-ZIP	GERMANY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BECKER, MANFRED DR	
STREET ADDRESS	LOHR AM MAIN	
CITY-ST-ZIP	GERMANY	
TITLE	DPT	<input type="checkbox"/> DELETE
NAME	KRUG, ALFRED J	
STREET ADDRESS	2315 CITY LINE RD	
CITY-ST-ZIP	BETHLEHEM PA 18017-2131	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	WEBBINK, GREGORY R	
STREET ADDRESS	2315 CITY LINE RD	
CITY-ST-ZIP	BETHLEHEM PA 18017-2131	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RICKERT, ROBERT L	
STREET ADDRESS	5150 PRARIE STONE PKWY, HOFFMAN	
CITY-ST-ZIP	ESTATES IL 80192	

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	Dr. Dietmar Straub	
1.3 STREET ADDRESS	Lohr AM Main	
1.4 CITY-ST-ZIP	Germany	
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 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, on an attachment with an address.

SIGNATURE: _____

CR2E034 (10/97)

MANNESMANN REXROTH CORPORATION
Officers Listing
As of April, 1998

NAME	Title	ADDRESS
Alfred J. Krug	President, CEO & Treasurer	2315 City Line Rd., Bethlehem, PA 18017-2131
Gregory R. Webbink	Executive Vice President, CFO & Secretary	2315 City Line Rd., Bethlehem, PA 18017-2131
Robert L. Rickert	Executive Vice President, CFO-Automation	5150 Prairie Stone Pwy, Hoffman Estates, 60192
Ronald Bauer	Vice President & General Manager	2315 City Line Rd., Bethlehem, PA 18017-2131
Jaap Van Den Heuvel	Vice President Sales- Industrial Hydraulics	2315 City Line Rd., Bethlehem, PA 18017-2131
Michael Bickel	Vice President, Sales- Mobile Hydraulics	1700 Old Mansfield Road, Wooster, OH 44691-0394
Keith Homan	Vice President & General Manager	1700 Old Mansfield Road, Wooster, OH 44691-0394
George Wilson	Vice President & General Manager	1953 Mercer Rd., Lexington, KY 40511-1021
Dennis J. Barnes	Vice President & General Manager	9432 Southern Pine Blvd., Charlotte, NC 28273-5544
Kenneth E. Hank	Vice President & General Manager	8 Southchase Court, Fountain Inn, SC 29644-9018
Jochim W. Scholtz	Vice President, Sales- Rexroth Mecman	1953 Mercer Rd., Lexington, KY 40511-1021
Richard Huss	Vice President, Sales- Indramat	5150 Prairie Stone Pwy, Hoffman Estates, IL 60192
Ingrid McDonald	Assistant Treasurer & Assistant Secretary	2315 City Line Rd., Bethlehem, PA 18017-2131

MANNESMANN REXROTH CORPORATION
Directors Listing
As of April, 1998

NAME	Title	Address
Winfried Witte	Chief Executive Officer	Postfach 340 D-97813, Lohr a Main, Germany
Dr. Albert Hieronimus	Mannesmann Rexroth AG Chief Financial Officer	Postfach 340 D-97813, Lohr a Main, Germany
Dr. Manfred Becker	Mannesmann Rexroth AG Executive Vice President	450 Park Avenue 24th Floor, New York, NY 10022-2669
Dr. Dietmar Straub	Mannesman Corporation Chairman Management Board / Automation	Postfach 340 D-97813, Lohr a Main, Germany
Alfred J. Krug	Mannesmann Rexroth AG President, CEO & Treasurer	2315 City Line Road, Bethlehem, PA 18017-2131
Gregory R. Webbink	Mannesmann Rexroth Executive Vice President, CFO & Secretary	2315 City Line Road, Bethlehem, PA 18017-2131
Robert L. Rickert	Mannesmann Rexroth Executive Vice President & CFO	5150 Prairie Stone Parkway, Hoffman Estates, IL 60192-3707
Kenneth Hank	Automation / Indramat Division Vice President & General Manager	8 Southchase Court, Fountain Inn, SC 29644-9018
	Brueninghaus Hydromatik Division	