

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90041 008 ***150.00

05-46988

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000000403

1. Corporation Name
MANNESMANN REXROTH CORPORATION



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 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	30
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3. Date Incorporated or Qualified 01/24/1997	4. FEI Number 23-1687400	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 owes the current year Intangible Personal Property Tax. <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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 DC	WITTE, WINFRIED LOHR AM MAIN GERMANY	1.1 TITLE DPCEO	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
NAME		1.2 NAME Robert C. Spender	
STREET ADDRESS		1.3 STREET ADDRESS 5150 Prarie Stone Parkway	
CITY-ST-ZIP		1.4 CITY-ST-ZIP Hoffman Estates, IL	
TITLE D	HIERONIMUS, ALBERT DR LOHR AM MAIN GERMANY	2.1 TITLE D	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
NAME		2.2 NAME Dr. Dietmar Straub	
STREET ADDRESS		2.3 STREET ADDRESS Lohr AM Main Germany	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE D	BECKER, MANFRED DR LOHR AM MAIN GERMANY	3.1 TITLE D	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
NAME		3.2 NAME Manfred Grundke	
STREET ADDRESS		3.3 STREET ADDRESS Lohr AM Main Germany	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE DPT	KRUG, ALFRED J 2315 CITY LINE RD BETHLEHEM PA 18017-2131	4.1 TITLE D COO	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
NAME		4.2 NAME Kenneth E. Hank	
STREET ADDRESS		4.3 STREET ADDRESS 8 Southchase Court	
CITY-ST-ZIP		4.4 CITY-ST-ZIP Fountain Inn, SC 29644-9018	
TITLE DVS	WEBBINK, GREGORY R 2315 CITY LINE RD BETHLEHEM PA 18017-2131	5.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE D	RICKERT, ROBERT L 5150 PRARIE STONE PKWY, HOFFMAN ESTATES IL 60192	6.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

5.1 TITLE	(See Attached)	Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		Change <input type="checkbox"/> Addition <input type="checkbox"/>
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, or on an attachment with an address, with all other like empowered.

SIGNATURE: _____ DATE: **4-15-99** DAYTIME PHONE: **610-694-8300**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Gregory R. Webbink, Exec. VP/CFO Mannesmann Rexroth Corp.**

CR2E034 (11/98)

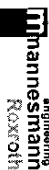
MANNESMANN REXROTH CORPORATION
 Directors Listing
 As of March, 1999

DDC# F97200000403


NAME	Title	Address
Winfried Witte	Chairman, Managing Board Mannesmann Rexroth AG	Postfach 340 D-97813, Lohr a Main, Germany
Dr. Albert Hieronimus	Managing Board Member, Finance Mannesmann Rexroth AG	Postfach 340 D-97813, Lohr a Main, Germany
Dr. Dietmar Straub	Managing Board Member, Automation Mannesmann Rexroth AG	Vorstandsmitglied - Automation D-97813, Lohr a Main, Germany
Dr. Manfred Becker	Executive Vice President Mannesmann Corporation	450 Park Avenue 24th Floor, New York, NY 10022-2669
Manfred Grundke	Managing Board Member, Hydraulics Mannesmann Rexroth AG	Postfach 340 D-97813, Lohr a Main, Germany
Alfred J. Krug	Vice Chairman, Managing Board Mannesmann Rexroth Corporation	2315 City Line Road, Bethlehem, PA 18017-2131
Robert C. Spender Gregory R. Webbink	President & Chief Executive Officer Executive Vice President, CFO, Secretary & Treasurer Mannesmann Rexroth Corporation	5150 Prairie Stone Parkway, Hoffman Estates, IL 60192-3707 2315 City Line Road, Bethlehem, PA 18017-2131
Robert L. Rickett	Executive Vice President, COO - Automation Mannesmann Rexroth Corporation	5150 Prairie Stone Parkway, Hoffman Estates, IL 60192-3707
Kenneth E. Hank	Executive Vice President, COO - Hydraulics Mannesmann Rexroth Corporation	8 Southchase Court, Fountain Inn, SC 29644-9018

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MANNESMANN REXROTH CORPORATION
Officers Listing
As of March, 1999

NAME	Title	ADDRESS
Robert C. Spender	President, CEO	5150 Prairie Stone Pwy, Hoffman Estates, 60192
Gregory R. Webbink	Executive Vice President, Chief Financial Officer, Secretary and Treasurer	2315 City Line Rd., Bethlehem, PA 18017-2131
Kenneth E. Hank	Executive Vice President, Chief Operating Officer - Hydraulics	8 Southchase Court, Fountain Inn, SC 29644-9018
Robert L. Rickert	Executive Vice President, Chief Operating Officer - Automation	5150 Prairie Stone Pwy, Hoffman Estates, 60192
Ronald Bauer	Vice President & General Manager - Rexroth Hydraulics Division, Bethlehem Operations	2315 City Line Rd., Bethlehem, PA 18017-2131
Keith Homan	Vice President & General Manager - Rexroth Hydraulics Division, Wooster Operations	1700 Old Mansfield Road, Wooster, OH 44691-0394
Gunther M. Nunweiler	Vice President & General Manager - Brueninghaus Hydromatik Division	8 Southchase Court, Fountain Inn, SC 29644-9018
Richard F. Meinig	Vice President & General Manager - Lohmann & Stoltefont Division	1700 Old Mansfield Road, Wooster, OH 44691-0394
Dennis J. Barnes	Vice President & General Manager - Star Linear Systems Division	9432 Southern Pine Blvd., Charlotte, NC 28273-5544
George Wilson	Vice President & General Manager - Rexroth Mecman Division	1953 Mercer Rd., Lexington, KY 40511-1021
Richard Huss	Vice President & General Manager - Indramat	5150 Prairie Stone Pwy, Hoffman Estates, IL 60192
Steven H. Dahlquist	Senior Vice President - Sales	5150 Prairie Stone Pwy, Hoffman Estates, IL 60192
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
Thomas C. Frankenfield	Vice President Sales- Regional & Distribution Hydraulics	2315 City Line Rd., Bethlehem, PA 18017-2131
Jochim W. Scholtz	Vice President, Sales- Rexroth Mecman	1953 Mercer Rd., Lexington, KY 40511-1021
Peter C. Wyatt	Vice President - Southwest Region	1291 N. Post Oak Road - Suite 150, Houston, TX 77055-7292
David Deremer	Vice President Human Resources & Assistant Secretary	1700 Old Mansfield Road, Wooster, OH 44691-0394