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May 12 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P05597 (0)

1. Corporation Name
VALENITE INC.

Principal Place of Business
31700 RESEARCH PARK DRIVE
POST OFFICE BOX 9636
MADISON HEIGHTS MI 48071-9636
US

Mailing Address
4701 MARBURG AVENUE
TAX GROUP, DEPARTMENT 770
CINCINNATI OH 45209-1025
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/08/1985		3a. Date of Last Report 05/01/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 16-1220902		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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 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 re-stating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	See attached statement
NAME	ROSS, R. E.	1.2 NAME	
STREET ADDRESS	7407 AYRES ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	
NAME	CHRISTIE, J. R.	2.2 NAME	
STREET ADDRESS	1127 SUFFIELD AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM MI	2.4 CITY-ST-ZIP	
TITLE	VC	3.1 TITLE	
NAME	SHAFFER, A. L.	3.2 NAME	
STREET ADDRESS	8441 TAYLOR ORAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	
NAME	BROWN, R. D.	4.2 NAME	
STREET ADDRESS	8819 FOXBORO CT	4.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	VP
NAME	ROBINSON, J. L.	5.2 NAME	Wayne, S.F.
STREET ADDRESS	1835 KILBURN ROAD	5.3 STREET ADDRESS	2874 Current Dr.
CITY-ST-ZIP	NORTH ROCHESTER MI	5.4 CITY-ST-ZIP	Rochester Hills, MI 48309
TITLE	ATC	6.1 TITLE	CONTROLLER & ASSISTANT TREASURER
NAME	DICKEY, DAVID R.	6.2 NAME	REED, R. S.
STREET ADDRESS	424 OLIVER ROAD	6.3 STREET ADDRESS	1512 Harwood Dr.
CITY-ST-ZIP	WYOMING OH	6.4 CITY-ST-ZIP	Oxford, MI 48371

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 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: *Thomas A. Smith* Thomas A. Smith 4/28/97 (513) 841-8268
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)

Valenite Inc.

NAME		TITLE	RESIDENTIAL ADDRESS	
		OFFICERS		
Raymond E. Ross	Chairman	Director	7407 Ayres Road	Cincinnati, OH 45230
James R. Christie	President	Director	1127 Saffield Ave.	Birmingham, MI 48009
Alan L. Shafter	Vice Chairman	Director	6441 Taylor Road	Cincinnati, OH 45248
Ronald D. Brown	Vice President - Finance	Director	8819 Foxboro Ct.	Cincinnati, OH 45236
Steven F. Wayne	Vice President - Technology		2874 Current Dr.	Rochester Hills, MI 48309
Jeff L. Barrett	Vice President - N. American Operations		4222 Pincroft Ct.	W. Bloomfield, MI 48322
Kenneth W. Mueller	Treasurer		10774 Moss Hill Lane	Cincinnati, OH 45242
Robert S. Reed	Controller and Assistant Treasurer		1512 Harwood Dr.	Oxford, MI 48371
Wayne F. Taylor	Secretary		2896 Turpinwoods Ct.	Cincinnati, OH 45244
David L. Prewitt	Chief Tax Officer		139 Ellis Drive	Waynesville, OH 45068
Thomas A. Smith	Tax Officer		7363 Blackstone Drive	Florence, KY 41042
NAME	TITLE		ADDRESS	
		DIRECTORS		
Daniel J. Meyer		Director	8 Grandin Lane	Cincinnati, OH 45208
James R. Christie		Director	1127 Saffield Ave.	Birmingham, MI 48009
Alan L. Shafter		Director	6441 Taylor Road	Cincinnati, OH 45248
Raymond E. Ross		Director	7407 Ayres Road	Cincinnati, OH 45230
Ronald D. Brown		Director	8819 Foxboro Ct.	Cincinnati, OH 45236

NOTE: Officers as of May 23, 1996