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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P08376

1. Corporation Name
THE MIDLAND COMPANY



Principal Place of Business

7000 MIDLAND BLVD
 PO BOX 1256
 AMELIA OH 45102
 US

Mailing Address

7000 MIDLAND BLVD
 P.O. BOX 1256
 AMELIA OH 45102
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/11/1985

4. FEI Number
31-0742526

Applied For
 Not Applicable

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

**SANFORD, PAUL P.
 ROGERS, TOWERS, BAILEY, JONES & GAY
 1300 GULF LIFE DRIVE
 JACKSONVILLE FL 32207**

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE **CD** DELETE
 NAME **HAYDEN, J.P. JR.**
 STREET ADDRESS **7000 MIDLAND BLVD**
 CITY-ST-ZIP **AMELIA OH**

TITLE **PD** DELETE
 NAME **CONATON, MICHAEL J.**
 STREET ADDRESS **7000 MIDLAND BLVD**
 CITY-ST-ZIP **AMELIA OH**

TITLE **VSD** DELETE
 NAME **LABAR, JOHN R.**
 STREET ADDRESS **7000 MIDLAND BLVD**
 CITY-ST-ZIP **AMELIA OH**

TITLE **VD** DELETE
 NAME **HAYDEN, ROBERT M.**
 STREET ADDRESS **7000 MIDLAND BLVD**
 CITY-ST-ZIP **AMELIA OH**

TITLE **VT** DELETE
 NAME **VON LEHMAN, JOHN I.**
 STREET ADDRESS **7000 MIDLAND BLVD**
 CITY-ST-ZIP **AMELIA OH**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE **C** Change Addition
 1.2 NAME **JOSEPH PAGE HAYDEN III**
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE **PCEO** Change Addition
 2.2 NAME **JOHN W. HAYDEN**
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE **VC** Change Addition
 3.2 NAME **MICHAEL J. CONATON**
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE **VPCFO** Change Addition
 4.2 NAME **JOHN I. VONLEHMAN**
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE **SVP** Change Addition
 5.2 NAME **KURT R. SCHWAMBERGER**
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change 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, or on an attachment with an address, with all other like empowered.

SIGNATURE:

John I. VonLehman
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

4/23/99

Daytime Phone #

513-943-7200

CR2E034 (1/98)