

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

FILED
May 08 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 # P11691 (3)
1. Corporation Name
ALLIEDSIGNAL INC.

Principal Place of Business 101 COLUMBIA RD P.O. BOX 1057 - TAX DEPT MORRISTOWN NJ 07962	Mailing Address 101 COLUMBIA RD P.O. BOX 1057 - TAX DEPT MORRISTOWN NJ 07962
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/06/1986	
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.	4. FEI Number 22-2640650		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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	
		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V <input type="checkbox"/> DELETE NAME BURNHAM, DANIEL P Schedule Attached STREET ADDRESS 2525 W. 190TH ST. CITY-ST-ZIP TORRANCE CA 90504-6099	1.1 TITLE	DVC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	CD <input type="checkbox"/> DELETE NAME BOSSIDY, LAWRENCE A. STREET ADDRESS 101 COLUMBIA RD CITY-ST-ZIP MORRISTOWN NJ	1.2 NAME	Burnham, Daniel P.
TITLE	V <input type="checkbox"/> DELETE NAME POSES, FREDERIC M STREET ADDRESS 101 COLUMBIA RD. CITY-ST-ZIP MORRISTOWN NJ 07962	1.3 STREET ADDRESS	101 Columbia Road
TITLE	SV <input checked="" type="checkbox"/> DELETE NAME BARTE, JOHN W STREET ADDRESS 101 COLUMBIA RD CITY-ST-ZIP MORRISTOWN NJ	1.4 CITY-ST-ZIP	Morristown, NJ 07962
TITLE	VT <input type="checkbox"/> DELETE NAME FRIEL, ROBERT STREET ADDRESS 101 COLUMBIA RD CITY-ST-ZIP MORRISTOWN NJ	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VS <input type="checkbox"/> DELETE NAME KREINDLER, PETER STREET ADDRESS 101 COLUMBIA RD. CITY-ST-ZIP MORRISTOWN NJ	2.2 NAME	
		2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
		3.1 TITLE	DVC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
		3.2 NAME	
		3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
		4.1 TITLE	SVPCFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		4.2 NAME	Wallman, Richard
		4.3 STREET ADDRESS	101 Columbia Road
		4.4 CITY-ST-ZIP	Morristown, NJ 07962
		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	SVS <input checked="" 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, or on any attachment with an address

SIGNATURE:

Paul H. Brownstein

Paul H. Brownstein

4/27/98

973-455-4037

CR2E034 (10/97)

04/21/98

Officers and Directors - Business Address

AlliedSignal Inc.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
William Amelio	President-Turbocharging Systems	
Hans Becherer	Director	Deere & Company One John Deere Place Moline, IL 61265-8098
Lawrence Bossidy	Director Chairman of the Board and Chief Executive Officer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Mark Bulries	President-Polymers	AlliedSignal Laminate Systems, Inc. 230 North Front Street La Crosse, WI 54602
Daniel Burnham	Director Vice Chairman	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Karen Clegg	President-Federal Manufacturing & Technologies	AlliedSignal Technical Services Corp. One Bendix Road Columbia, MD 21045-1897
Kenneth Cole	Vice President, Government Relations	AlliedSignal Inc. 1001 Pennsylvania Avenue, N.W. Washington, DC 20004
G. D'Aloia	Vice President-Planning and Development	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Joseph DeSaria	Vice President-Operations	
Robert Friel	Vice President and Treasurer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Ann Fudge	Director	Maxwell House and Post Division 555 South Broadway - Mail Code TB2-2 Tarrytown, NY 10591
Nancy Garvey	Vice President and Controller	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Robert Johnson	President-Electronics & Avionics Systems	1944 East Sky Harbor Circle Phoenix, AZ 85034

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Officers and Directors - Business Address

Gen. Paul Kelley	Director	J.F. Lehman & Company 2001 Jefferson Davis Highway, Suite 607 Arlington, VA 22202
Larry Kittelberger	Vice President and Chief Information Officer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Peter Kreindler	Senior Vice President, General Counsel and Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Tig Krekel	President-Aerospace Equipment Systems	
Joseph Leonard	Senior VP and President-Aerospace Marketing, Sales & Service	AlliedSignal Inc. 2525 West 190th Street Torrance, CA 90504
Steven Loranger	President-Engines	AlliedSignal Truck Brake Systems Company 901 Cleveland Street Elyria, OH 44036
Robert Luciano	Director	Schering-Plough Corporation One Giralda Farms Madison, NJ 07940
Alain Monie	Vice President-Asia Pacific	43 Mori, Bldg. 4th Floor 3-13-16, Mita Minato-ku, Tokyo, 108
Paul Norris	Senior Vice President and President-Specialty Chemicals	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Robert Palmer	Director	Digital Equipment Corporation 111 Powdermill Road Maynard, MA 01754
Russell Palmer	Director	The Palmer Group 3600 Market Street, Suite 530 Philadelphia, PA 19104
Frederic Poses	Director Vice Chairman	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Donald Redlinger	Senior Vice President-Human Resources and Communications	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962

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Officers and Directors - Business Address

Paul Schindler	Senior Vice President-Europe, India and the Middle East	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Ivan Seidenberg	Director	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036
Barry Siedat	Vice President-Growth	
Andrew Sigler	Director	Champion International Corporation One Champion Plaza Stamford, CT 06921
Jeffrey Sinclair	President-Truck Brake Systems	
John Stafford	Director	American Home Products Corporation Five Giralda Farms Madison, NJ 07940-0874
Lt. Gen. Thomas Stafford	Director	Stafford, Burke and Hecker, Inc. 1006 Cameron Street Alexandria, VA 22314
Raymond C. Stark	Vice President-Total Quality and Six Sigma	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Gregory Summe	President-Automotive Products Group	AlliedSignal Inc. 400 W. Rogers Road Olathe, KS 66062-1212
Richard Wallman	Senior Vice President and Chief Financial Officer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Geoffrey Wild	President-Electronic Materials	AlliedSignal Inc. 101 Albright Way, Suite D Los Gatos, CA 95030
Robert Winters	Director	The Prudential Insurance Company 751 Broad Street, 11th Floor Newark, NJ 07102-3777
Henry Yang	Director	University of California, Santa Barbara 5221 Cheadle Hall Santa Barbara, CA 93106
J. Zusi	Vice President-Business Analysis	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962

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Officers and Directors - Business Address

Catherine deLacy

Vice President - Health, Safety and
Environmental

AlliedSignal Inc.
101 Columbia Road
Morristown, NJ 07962

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AlliedSignal Inc. Assistant and Associate Officers

AlliedSignal Inc.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Paul Brownstein	Assistant Officer w/Delegated Powers/ Assistant Vice President-Taxes	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Roger Criss	Assistant Officer w/Delegated Powers/ Assistant General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Richard Diemer, Jr.	Assistant Officer w/Delegated Powers/ Assistant Controller	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
John Donofrio	Assistant Officer w/Delegated Powers/ Associate General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Lois Fuchs	Assistant Officer w/Delegated Powers/ Assistant Treasurer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
John Gamble Jr.	Assistant Officer w/Delegated Powers/ Assistant Treasurer	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Jane Greenman	Assistant Officer w/Delegated Powers/ Associate General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Gail Lehman	Assistant Officer w/Delegated Powers/ Assistant General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Dennis Marshall	Assistant Officer w/Delegated Powers/ Associate General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Victor Patrick	Assistant Officer w/Delegated Powers/ Associate General Counsel and Assistant Secretary	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962
Ronald Sinaikin	Assistant Officer w/Delegated Powers/ Vice President-Taxes	AlliedSignal Inc. 101 Columbia Road Morristown, NJ 07962