

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

FILED
May 12 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 # P11722 (6)

1. Corporation Name
A. O. SMITH CORPORATION



Principal Place of Business 11270 W PARK PLACE ONE PARK PLAZA MILWAUKEE WI 53224 US	Mailing Address PO BOX 23965 MILWAUKEE WI 53223-0965 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/08/1986	
21	22	26	27	4. FEI Number 36-0619790	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	25	28	29	30
Zip	Country	Zip	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEINRICH, DONALD M	1.2 NAME	<i>See attached.</i>
STREET ADDRESS	10708 N GAZEBO HILL	1.3 STREET ADDRESS	
CITY-ST-ZIP	MEQUON WI	1.4 CITY-ST-ZIP	
TITLE	CEOP <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	O'TOOLE, ROBERT J.	2.2 NAME	
STREET ADDRESS	2401 W. CEDAR LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MILWAUKEE WI	2.4 CITY-ST-ZIP	
TITLE	EVPC <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	BOMBERGER, GLEN R.	3.2 NAME	
STREET ADDRESS	4840 SOMERSET CT.	3.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKFIELD WI	3.4 CITY-ST-ZIP	
TITLE	VTC <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	KITA, JOHN J	4.2 NAME	
STREET ADDRESS	133 BIRCH ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	DELAFIELD WI	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	O'CONNOR, EDWARD J	5.2 NAME	
STREET ADDRESS	16615 MARY CLIFF LANE	5.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKFIELD WI	5.4 CITY-ST-ZIP	
TITLE	VPSC <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	ROMOSER, W. D	6.2 NAME	
STREET ADDRESS	11019 N WYNGATE TRACE	6.3 STREET ADDRESS	
CITY-ST-ZIP	MEQUON WI	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.

SIGNATURE: *[Handwritten Signature]* 5/1/98 414-389-4096

CR2E034 (10/97)

BOARD OF DIRECTORS
A. O. SMITH CORPORATION

Robert J. O'Toole
Chairman, Chief Executive Officer,
and President
2401 W. Cedar Lane
Milwaukee, WI 53217
Business:
11270 W. Park Place
Milwaukee, WI 53224

Tom H. Barrett
2135 Stockbridge Rd.
Akron, OH 43313
Business:
American Industrial Partners
One Cascade Plaza
Akron, OH 44308

Glen R. Bomberger
Executive Vice President
and Chief Financial Officer
4640 Somerset Ct.
Brookfield, WI 53005
Business:
11270 W. Park Place
Milwaukee, WI 53224

Leander W. Jennings
1110 N. Lake Shore Dr.
Chicago, IL 60611
Business:
Suite 2530
One First National Plaza
Chicago, IL 60603

Dr. Agnar Pytte
Case Western Reserve University
Adelbert Hall - Room 23
2040 Adelbert Rd.
Cleveland, OH 44106

Donald Schuenke
13600 Park Circle North
Elm Grove, WI 53122
Business:
Northern Telecom Limited
720 E. Wisconsin Ave.
Milwaukee, WI 53202

Arthur O. Smith
1050 W. Calumet Road
Milwaukee, WI 53217
Retired

Bruce M. Smith
8160 N. Graylog Lane
Milwaukee, WI 53217
Business:
11270 West Park Place
Milwaukee, WI 53224

OFFICERS LISTING

A. O. SMITH CORPORATION

Robert J. O'Toole
Chairman, Chief Executive Officer,
and President
2401 W. Cedar Lane
Milwaukee, WI 53217

Glen R. Bomberger
Executive Vice President and
Chief Financial Officer
4640 Somerset Ct.
Brookfield, WI 53005

W. David Romoser
V. P., & General Counsel & Secretary
11019 N. Wyngate Trace
Mequon, WI 53092

Donald M. Heinrich
V.P. Business Development
10708 North Gazebo Hill
Mequon, WI 53092

Charles J. Bishop
V. P. Technology
335 Douglas Lane
Cedarburg, WI 53012

Michael J. Cole
V. P. Asia
COFCO Plaza
No. 8 Jianguomenni Dajie
Congeheng District, Beijng 100005

Albert E. Medice
V. P. Europe
Cheapsite Court
Buckhurst Road, Ascot
Berkshire LS5 7RF, UK

John J. Kita
V. P., Treasurer & Controller
133 Birch Road
Delafield, WI 53018

Edward J. O'Connor
V. P. Human Resources &
Public Affairs
16615 Mary Cliff Lane
Brookfield, WI 53005

William J. Ring
Assistant Treasurer
W303 N6447 Irene Lane
Hartland, WI 53209

Patricia A. Ackerman
Assistant Treasurer
W73 N1005 Poplar Ave.
Cedarburg, WI 53012

Ronald E. Massa
Senior Vice President
8129 West Kensington Drive
Mequon, WI 53092

Kenneth J. Maciolek
Assistant Secretary
3728 W. Sherbrooke Drive
Mequon, WI 53092