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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90129 014 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P11722

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 29965 245001 MILWAUKEE WI 53229-0965 53224 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29
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3. Date Incorporated or Qualified 10/08/1986	4. FEI Number 36-0619790	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	HENRICH, DONALD M.	
STREET ADDRESS	10700 N CAZEBO HILL	
CITY-ST-ZIP	MEQUON WI	
TITLE	CEOP	<input type="checkbox"/> DELETE
NAME	O'TOOLE, ROBERT J.	
STREET ADDRESS	2401 W. CEDAR LANE	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	EVPC	<input type="checkbox"/> DELETE
NAME	BOMBERGER, GLEN R.	
STREET ADDRESS	4640 SOMERSET CT.	
CITY-ST-ZIP	BROOKFIELD WI	
TITLE	VTC	<input type="checkbox"/> DELETE
NAME	KITA, JOHN J	
STREET ADDRESS	133 BIRCH ROAD	
CITY-ST-ZIP	DELAFIELD WI	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	O'CONNOR, EDWARD J	
STREET ADDRESS	16615 MARY CLIFF LANE	
CITY-ST-ZIP	BROOKFIELD WI	
TITLE	VPSC	<input type="checkbox"/> DELETE
NAME	ROMOSER, W. D	
STREET ADDRESS	11019 N WYNGATE TRACE	
CITY-ST-ZIP	MEQUON WI	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

See attached lists

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: **4/21/99**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ DAYTIME PHONE # _____

CR2E034 (1/198)

P11722
444801-90129-14

OFFICERS LISTING
A. O. SMITH CORPORATION

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

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

W. David Romoser
V. P., & General Counsel & Secretary
11019 N. Wyngate Trace
Mequon, WI 53092
Business: 11270 West Park Place
Milwaukee WI 53224

Donald M. Heinrich
V.P. Business Development
10708 North Gazebo Hill
Mequon, WI 53092
Business: 11270 West Park Place
Milwaukee, WI 53224

Charles J. Bishop
V. P. Technology
335 Douglas Lane
Cedarburg, WI 53012
Business: 11270 West Park Place
Milwaukee, WI 53224

Michael J. Cole
V. P. Asia
Villa 332, East Lake Villas
35, Dongzhimenwai Main Street
Beijing, 100027, China
Business: COFCO Plaza
No. 8 Jianguomenni Dajie
Congeheng District, Beijeng 100005 China

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

John J. Kita
V. P., Treasurer & Controller
133 Birch Road
Delafield, WI 53018
Business: 11270 West Park Place
Milwaukee, WI 53224

Edward J. O'Connor
V. P. Human Resources &
Public Affairs
16615 Mary Cliff Lane
Brookfield, WI 53005
Business: 11270 West Park Place
Milwaukee, WI 53224

William J. Ring
Assistant Treasurer
W303 N6447 Irene Lane
Hartland, WI 53209
Business: 11270 West Park Place
Milwaukee, WI 53224

Patricia A. Ackerman
Assistant Treasurer
W73 N1005 Poplar Ave.
Cedarburg, WI 53012
Business: 11270 West Park Place
Milwaukee, WI 53224

Ronald E. Massa
Senior Vice President
8129 West Kensington Drive
Mequon, WI 53092
Business: 11270 West Park Place
Milwaukee, WI 53224

Kenneth J. Maciolek
Assistant Secretary
3728 W. Sherbrooke Drive
Mequon, WI 53092
Business: 11270 West Park Place
Milwaukee, WI 53224

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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

Kathleen J. Hempel
2038 N Clark Street
P O Box 365
Chicago, IL 60614
No business address

Dr. Agnar Pytte
2163 Harcourt Drive
Cleveland Heights, OH 44106
Business: 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

William F. Buehler
535 Smith Ridge Road
New Canaan, CT 06840
Business: Xerox Corporation
800 Long Ridge Road
Stamford, CT 06904

Robert N. Pokelwaldt
45 Burning Tree Court
York, PA 17404
Business: York International Corporation
631 South Richland Avenue
York, PA 17403