

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

FILED
May 01 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 # P13953 (5)
1. Corporation Name
AMPHENOL CORPORATION

Principal Place of Business 358 HALL AVE. P.O. BOX 384 WALLINGFORD CT 06492-7384	Mailing Address 358 HALL AVE. P.O. BOX 384 WALLINGFORD CT 06492-7384
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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 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 04/07/1987	4. FEI Number 22-2785165 Applied For 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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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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 85 Zip Code FL
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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 (SEE ATTACHED SHEETS FOR ALL OFFICERS/DIRECTORS)
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	PD LOEFFLER, M. H. 58 NORTH STAR DRIVE SOUTHINGTON CT CITY-ST-ZIP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V JEPSEN, EDWARD G. 14 GALE ROAD BLOOMFIELD CT CITY-ST-ZIP	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	S WETMORE, E.C. 4 SHELTON TERRACE TRUMBULL CT CITY-ST-ZIP	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	TC REARDON, DIANA G. 25 FREEDOM WAY GLASTONBURY CT CITY-ST-ZIP	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	D DEGEORGE, L.J. 178 SPYGLASS LANE JUPITER FL CITY-ST-ZIP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	DV COHANE, T.F. 65 PINE BROOK CT CHESHIRE CT CITY-ST-ZIP	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Edward C. Wetmore 4/22/98 203/265-8634

CR2E034 (10/97)

AMPHENOL CORPORATION

DIRECTORS

<u>Name</u>	<u>Home Address</u>
Martin H. Loeffler	58 North Star Drive Southington, CT 06489
Michael W. Michelson	c/o Kohlberg Kravis Roberts & Co. L.P. ("KKR") 2800 Sand Hill Rd.-Suite 200 Menlo Park, CA 94025
George R. Roberts	c/o KKR 2800 Sand Hill Rd.-Suite 200 Menlo Park, CA 94025
G. Robert Durham	943 Seddon Cove Way Tampa, FL 33602
Henry R. Kravis	c/o KKR 9 West 57th St.-Suite 4200 New York, NY 10019
Marc S. Lipschultz	c/o KKR 9 West 57th St.-Suite 4200 New York, NY 10019
Andrew W. Clarkson	328 Greenley Road New Canaan, CT 06840

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Home Address</u>
Martin H. Loeffler	Chairman, President & CEO	58 North Star Drive Southington, CT 06489
Edward G. Jepsen	Executive Vice President & Chief Financial Officer	14 Gale Road Bloomfield, CT 06002
Timothy F. Cohane	Senior Vice President	65 Pine Brook Court Cheshire, Ct 06410
Diana G. Reardon	Treasurer & Controller	25 Freedom Way Glastonbury, CT 06033
Edward C. Wetmore	Secretary & General Counsel	4 Shelton Terrace Trumbull, CT 06611
David J. Jositas	Assistant Treasurer	180 Shelton Road Trumbull, CT 06611
Plinio Perez	Assistant Secretary	240 Crest Terrace Fairfield, CT 06432
Vincent Miceli	Assistant Controller	333 Neill Drive Watertown, CT 06795