

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

FILED
May 19 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 # P17653 (7)
1. Corporation Name
MAYER & SCHWEITZER, INC.

Principal Place of Business Mailing Address
% DANIEL J. TERHUNE
NEWPORT FINANCIAL CENTER 111 PAVONIA AVE.
JERSEY CITY NJ 07310 % DANIEL J. TERHUNE
NEWPORT FINANCIAL CENTER 111 PAVONIA AVE.
JERSEY CITY NJ 07310

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/14/1988	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 13-2508328		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" 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 THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GORMAN, LON	1.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	1.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	1.4 CITY-ST-ZIP	SEE ATTACHED LISTING
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYER, LEONARD	2.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	2.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHIUSANO, CARMINE V.	3.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	3.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERLMAN, KENNETH W.	4.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	4.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATCHETT, THOMAS W. J	5.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	5.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUNNINGHAM, MARTIN	6.2 NAME	
STREET ADDRESS	111 PAVONIA AVENUE EAST	6.3 STREET ADDRESS	
CITY-ST-ZIP	JERSEY CITY NJ	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: *[Signature]* 4/28/98 212-904-3605

CR2E034 (10/97)

MAYER & SCHWEITZER, INC.
FLORIDA 1998 ANNUAL REPORT LISTING OF ADDITIONAL OFFICERS AND
DIRECTORS

AS OF APRIL 27, 1998

TITLE	NAME	TITLE	BUSINESS ADDRESS
V	HERBERT SCHWEITZER	VICE CHAIRMAN EMERITUS	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
T	JOSEPH R. MARTINETTO	TREASURER	THE CHARLES SCHWAB CORPORATION 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104
V	MAX BASS	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	ANAND SATHE	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	ALBERT CONTI	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	STEVEN WINKLER	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	ERIC SCHWEITZER	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	RONALD SCHWARTZ	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	ROBERT MEZEY	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	JOHN GOMO	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	MARK BISKER	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	ROBERT M. CHESLOW	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	FRANCES HALITZER	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	VINCENT A. PELOSI	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
V	DANIEL P. TREACY	VICE PRESIDENT	MAYER & SCHWEITZER, INC. 111 PAVONIA AVENUE EAST JERSEY CITY, NJ 07310
S	CYNTHIA HOLBROOK	SECRETARY	THE CHARLES SCHWAB CORPORATION 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104
C/D	CHARLES R. SCHWAB	CHAIRMAN OF THE BOARD	THE CHARLES SCHWAB CORPORATION 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104
D	DAVID S. POTTRUCK	DIRECTOR	THE CHARLES SCHWAB CORPORATION 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104
D	STEVEN L. SCHEID	DIRECTOR	THE CHARLES SCHWAB CORPORATION 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104