

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

FILED
Mar 18 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 # P19723 (6)
1. Corporation Name
BELL & HOWELL MAIL PROCESSING SYSTEMS COMPANY

Principal Place of Business 5215 OLD ORCHARD RD SKOKIE IL 60077	Mailing Address 5215 OLD ORCHARD RD SKOKIE IL 60077
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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 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 06/20/1988	
4. FEI Number 36-3580100		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		7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input 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	PD	X DELETE		1.1 TITLE	PD	X Change <input type="checkbox"/> Addition	
NAME	BEN L. MCSWINEY			1.2 NAME	Michael Dering		
STREET ADDRESS	4401 SILICON DR BLDG 875			1.3 STREET ADDRESS	4401 SILICON DR		
CITY-ST-ZIP	DURHAM NC			1.4 CITY-ST-ZIP	Durham NC 27709		
TITLE	AST	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CAULFIELD, EDMUND J.			2.2 NAME			
STREET ADDRESS	5215 OLD ORCHARD ROAD			2.3 STREET ADDRESS			
CITY-ST-ZIP	SKOKIE IL			2.4 CITY-ST-ZIP			
TITLE	SD	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SALT, GARY S			3.2 NAME			
STREET ADDRESS	5215 OLD ORCHARD ROAD			3.3 STREET ADDRESS			
CITY-ST-ZIP	SKOKIE IL			3.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	JOHANSSON, NILS A.			4.2 NAME			
STREET ADDRESS	5215 OLD ORCHARD ROAD			4.3 STREET ADDRESS			
CITY-ST-ZIP	SKOKIE IL			4.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LISA PORTA			5.2 NAME			
STREET ADDRESS	4401 SILICON DR BLDG 875			5.3 STREET ADDRESS			
CITY-ST-ZIP	DURHAM NC			5.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LIEBERMAN, STUART			6.2 NAME			
STREET ADDRESS	5215 OLD ORCHARD ROAD			6.3 STREET ADDRESS			
CITY-ST-ZIP	SKOKIE IL			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:



E.J. CAULFIELD 3/5/98 (847) 470-7100

CFR2034 (1097)

BELL & HOWELL MAIL PROCESSING SYSTEMS COMPANY
FEIN: 36-3580100
LIST OF OFFICERS AND DIRECTORS

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>
MICHAEL DERING 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	PRESIDENT, CEO AND DIRECTOR	219-54-8220
THOMAS CHADWICK 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	VICE PRESIDENT & CFO	109-46-8976
NILS A. JOHANSSON 5215 OLD ORCHARD ROAD SKOKIE, IL, 60077	VICE PRESIDENT & DIRECTOR	344-56-3261
PATRICK J. DONAHUE 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	VICE PRESIDENT	045-34-6149
LISA PORTA 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	V.P., GEN'L COUNSEL & ASST. SECRETARY	402-66-8723
STUART T. LIEBERMAN 5215 OLD ORCHARD ROAD SKOKIE, IL 60077	VICE PRESIDENT	350-42-2429
JEFFREY J. QUADE 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	VICE PRESIDENT	396-62-5253
RONALD R. NABORS 4401 SILICON DR. BLDG 675 DURHAM, N.C. 27709	VICE PRESIDENT	404-62-9003
EDMUND J. CAULFIELD 5215 OLD ORCHARD ROAD SKOKIE, IL 60077	ASST. SECRETARY & ASST. TREASURER	342-30-9340
KEVIN O'SHEA 5215 OLD ORCHARD ROAD SKOKIE, IL 60077	VICE PRESIDENT & TREASURER	325-58-4846
GARY S. SALIT 5215 OLD ORCHARD ROAD SKOKIE, IL 60077	SECRETARY & DIRECTOR	058-36-8408
MICHAEL WILHELM 5215 OLD ORCHARD ROAD SKOKIE, IL 60077	ASST. TREASURER	342-40-0636