

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

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P21968 (3)
1. Corporation Name
COOPER POWER SYSTEMS, INC.

Principal Place of Business
600 TRAVIS
SUITE 5800
HOUSTON TX 77002
US

Mailing Address
600 TRAVIS
SUITE 5800
HOUSTON TX 77002
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/05/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 76-0253330	
22	City & State	27	City & State	5. Certificate of Status Desired <input 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 checked="" 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				85 Zip Code	
82 Street Address (P.O. Box Number is Not Acceptable)					
83					
84 City				FL	

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	P	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	MARTINO, WILLIAM D			1.2 NAME			
STREET ADDRESS	2300 BADGER DR			1.3 STREET ADDRESS			
CITY-ST-ZIP	WAUKESHA WI			1.4 CITY-ST-ZIP			
TITLE	VSD	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SCHUMACHER, DIANE K.			2.2 NAME			
STREET ADDRESS	600 TRAVIS, SUITE 5800			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			2.4 CITY-ST-ZIP			
TITLE	TD	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HILL, ALAN J.			3.2 NAME			
STREET ADDRESS	600 TRAVIS, SUITE 5800			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			3.4 CITY-ST-ZIP			
TITLE	AT	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KOLE, STEPHEN M.			4.2 NAME			
STREET ADDRESS	600 TRAVIS, SUITE 5800			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			4.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HERBERT, KAREN			5.2 NAME			
STREET ADDRESS	600 TRAVIS, SUITE 5800			5.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			5.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LEIGHTMAN, E. DANIEL			6.2 NAME			
STREET ADDRESS	600 TRAVIS, SUITE 5800			6.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			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 _____

See Attached List

April 15, 1998 (713)209-8400

CR2E034 (10/97)

COOPER POWER SYSTEMS, INC.

As of August 1997

FEIN 76-0253330

Officers

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
William D. Martino President SS #027-34-4135	2300 Badger Dr. Waukesha, WI 53188	3246 Far Reach Drive Baldwinsville, NY 13027
Eddie E. Scott Vice President SS #520-38-6606	600 Travis Suite 5800 Houston, Texas 77002	9542 Bayou Brook Houston, Texas 77063
E. Daniel Leightman Vice President SS #311-38-0518	600 Travis Suite 5800 Houston, Texas 77002	5118 Contour Houston, TX 77096
David J. Elledge Vice President SS #447-44-3369	600 Travis Suite 5800 Houston, Texas 77002	3725 Durness Houston, TX 77025
Randall B. Ammerman Vice President SS #454-82-0733	600 Travis Suite 5800 Houston, Texas 77002	17603 Mantana Ct. Spring, TX 77388
Diane K. Schumacher Vice President & Secretary SS #353-48-2537	600 Travis Suite 5800 Houston, Texas 77002	6106 Hampton Ct. Spring, TX 77389
Karen Herbert Assistant Secretary SS #043-54-8661	600 Travis Suite 5800 Houston, Texas 77002	10 Aylesbury Ct. Sugarland, TX 77479
Alan J. Hill Treasurer SS #547-66-2525	600 Travis Suite 5800 Houston, Texas 77002	18526 Barbuda Ln. Houston, TX 77058
Stephen M. Kole Assistant Treasurer SS #366-48-3638	600 Travis Suite 5800 Houston, Texas 77002	510 Anchorage Houston, TX 77079

Directors

Diane K. Schmacher	600 Travis Suite 5800 Houston, Texas 77002	6106 Hampton Ct. Spring, TX 77389
Alan J. Hill	600 Travis Suite 5800 Houston, Texas 77002	18526 Barbuda Ln. Houston, TX 77058
E. Daniel Leightman	600 Travis Suite 5800 Houston, Texas 77002	5118 Contour Houston, TX 77096