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FILED
Apr 28 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 # P23307 (2)
1. Corporation Name
SIMPLEX TIME RECORDER CO.



Principal Place of Business
SIMPLEX PLAZA
GARDNER MA 01441

Mailing Address
SIMPLEX PLAZA
GARDNER MA 01441

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 03/07/1989 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 04-2797344 | |
| 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 | | 10. Name and Address of New Registered Agent | |
| CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 | | 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 607.0602 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 | PC WATKINS, EDWARD G. | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SIMPLEX PLAZA | 1.2 NAME | |
| STREET ADDRESS | GARDNER MA | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | |
| TITLE | VD CURTIN, THOMAS A. | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SIMPLEX PLAZA | 2.2 NAME | |
| STREET ADDRESS | GARDNER MA | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | VP CLARK, STANLEY | 3.1 TITLE | VICE PRESIDENT & Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SIMPLEX PLAZA | 3.2 NAME | |
| STREET ADDRESS | GARDNER MA | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | VS WILLIAM, GEORGE J | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SIMPLEX PLAZA | 4.2 NAME | |
| STREET ADDRESS | GARDNER MA | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | T MARZILLI, JOSEPH | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SIMPLEX PLAZA | 5.2 NAME | |
| STREET ADDRESS | GARDNER MA | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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.

CR2E034 (10/97)



Simplex Plaza
Gardner, Massachusetts 01441-0001 USA
(978) 632-2500

CORPORATE DATA

CORPORATE HEADQUARTERS:

SIMPLEX TIME RECORDER CO.
GARDNER MA 01441
(978) 632-2500

BOARD OF DIRECTORS

EDWARD G. WATKINS
THOMAS A. CURTIN
STANLEY L. CLARK

EDWARD F. HINES, JR.
JOHN J. COLEMAN

CORPORATE OFFICERS:

Chairman of the Board,
and President

EDWARD G. WATKINS

Executive Vice President

THOMAS A. CURTIN

Senior Vice President and
Chief Executive Officer

STANLEY L. CLARK

Vice President and
Chief Financial Officer

KEVIN J. DEAN

Vice President and
Chief Operating Officer

DENNIS H. SMITH

Vice President, General Counsel
and Secretary

WILLIAM J. GEORGE

Vice President, Corporate
Strategy

ROY M. JANIS

Vice President,
International Operations

MICHAEL J. MC BRIDE

Vice President, Human Resources

RUSSELL G. SMITH

Vice President,
Corporate Controller and
Assistant Secretary

DONALD B. STIMER

Corporate Treasurer

JOSEPH MARZILLI