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FILED
Apr 16 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 # P23586 (1)
1. Corporation Name
A.B. DICK COMPANY

Principal Place of Business 5700 W. TOUHY AVE NILES IL 60714 US	Mailing Address 5700 W. TOUHY AVE NILES IL 60714 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/27/1989	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 04-2893065		Applied For Not Applicable	
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 type="checkbox"/> Yes <input type="checkbox"/> No			

g. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH 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	VP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARTNICK, CHRISTOPHER P	1.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NILES IL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PESCH, WILLIAM R	2.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	NILES IL	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCRANTON, DAVID W	3.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	NILES IL	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCONNELL, GERALD J	4.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NILES IL	4.4 CITY-ST-ZIP	
TITLE	VPP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRYAN, JAMES R	5.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	NILES IL	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WERT, JAMES	6.2 NAME	
STREET ADDRESS	5700 W TOUHY AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	NILES 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

[Signature] 4/16/98 847 779 2228

CR2E034 (10/97)

A. B. DICK COMPANY
LIST OF OFFICERS AND DIRECTORS
AS OF JANUARY 1, 1998

<u>OFFICERS</u>	<u>OFFICE ADDRESS</u>	<u>OFFICIAL TITLE</u>
✓ Gerald J. McConnell 24347 Tanager Court Barrington, IL 60010	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690	President and Chief Executive Officer
✓ James R. Bryan	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690	Vice President & Chief Financial Officer
✓ David W. Scranton	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690	Vice President Sales and Service
✓ William R. Pesch	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690	Vice President International
Lawrence Carlini	NESCO, Inc. 6140 Parkland Boulevard Mayfield Heights, OH 44124	Secretary
James Pfeiffer	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690	Assistant Secretary

DIRECTORS

John H. Fountain	NESCO, Inc. 6140 Parkland Boulevard Mayfield Heights, OH 44124
Gerald J. McConnell	A. B. Dick Company 5700 W. Touhy Avenue Niles, IL 60714-4690
Frank J. Rzicznek	NESCO, Inc. 6140 Parkland Boulevard Mayfield Heights, OH 44124