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Feb 03 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P24105 (9)**

1. Corporation Name  
**PEERLESS PUMP COMPANY**

Principal Place of Business <b>2005 DR. ML KING ST. INDIANAPOLIS IN 46206 US</b>	Mailing Address <b>C/O TBG SERVICES INC. 565 FIFTH AVE. 17TH FL. NEW YORK NY 10017 US</b>
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>04/28/1989</b>	3a. Date of Last Report <b>02/05/1996</b>
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>93-0970734</b>	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>	10. Name and Address of New Registered Agent
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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	VD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUTLER, RICHARD J.	1.2 NAME	
STREET ADDRESS	190 FEN WAY	1.3 STREET ADDRESS	
CITY - ST - ZIP	SYOSSET NY	1.4 CITY - ST - ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MASSEY, IAN	2.2 NAME	
STREET ADDRESS	2005 DR M L KING JR. STREET	2.3 STREET ADDRESS	
CITY - ST - ZIP	INDIANAPOLIS IN	2.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, ROBERT B.	3.2 NAME	
STREET ADDRESS	124 S. MARION PLACE	3.3 STREET ADDRESS	
CITY - ST - ZIP	ROCKVILLE CENTRE NY	3.4 CITY - ST - ZIP	
TITLE	ST <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JOYCE, KEVIN R.	4.2 NAME	
STREET ADDRESS	2005 DR ML KING JR ST	4.3 STREET ADDRESS	
CITY - ST - ZIP	INDIANAPOLIS IN	4.4 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GREEN, STEPHEN	5.2 NAME	
STREET ADDRESS	1588 UNION AVE.	5.3 STREET ADDRESS	
CITY - ST - ZIP	HEWLETT NY	5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	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 do 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: *Robert B. Levine* **ROBERT B. LEVINE**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER **VICE PRESIDENT**

Date: **1/8/98** Daytime Phone #: **212-850-8500**