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03-02-1999 90143 027 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33348
 1. Corporation Name
EATON ETN OFFSHORE LTD. INC.

Principal Place of Business THE GROSVENOR BUILDING 1040 WEST GEORGIA STREET, 15TH FLOOR VANCOUVER, B.C. CANADA V6E 4	Mailing Address EATOM CORPORATION 1111 SUPERIOR AVE - ATTN TAX DEPARTMENT CLEVELAND OH 44114 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/28/1991	4. FEI Number 34-1651098	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing <input type="checkbox"/>	\$5.00 - May Be Added to Fees	
Zip 24	Country 25	7. This corporation owes the current year Intangible Personal Property Tax. <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
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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	PARMENTER, ROBERT E	1.2 NAME	
STREET ADDRESS	1111 SUPERIOR AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	1.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKLIN, EARL R.	2.2 NAME	
STREET ADDRESS	1111 SUPERIOR AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	2.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONOVAN, PATRICK X.	3.2 NAME	
STREET ADDRESS	1111 SUPERIOR AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREEN, KAREN J	4.2 NAME	
STREET ADDRESS	1111 SUPERIOR AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH 44114	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OTTO, DAVID O.	5.2 NAME	
STREET ADDRESS	1111 SUPERIOR AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	RONALD G CLEMENTS	6.2 NAME	Hardis, S. R.
STREET ADDRESS	686 PARKDALE AVE N	6.3 STREET ADDRESS	1111 Superior Avenue
CITY-ST-ZIP	HAMILTON ON	6.4 CITY-ST-ZIP	Cleveland, OH 44114

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, with all other like empowered.

SIGNATURE: E. R. Franklin E. R. Franklin, V.P. & Secretary 2-8-99 216/523-5000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)