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FILED
Apr 21 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P34659 (3)
1. Corporation Name
RUBBERMAID COMMERCIAL PRODUCTS INC.

Principal Place of Business

3124 VALLEY AVENUE
3124 VALLEY AVE
WINCHESTER VA 20601
US

Mailing Address

RUBBERMAID INCORPORATED
1147 AKRON ROAD
WOOSTER OH 44691-2501
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/15/1991		3a. Date of Last Report 05/01/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 55-0490241		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 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

C T 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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAMOS, JOSEPH M.	1.2 NAME	
STREET ADDRESS	3124 VALLEY AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	WINCHESTER VA	1.4 CITY-ST-ZIP	
TITLE	AS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEGNAN, MARTIN J	2.2 NAME	
STREET ADDRESS	1147 AKRON ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	WOOSTER OH	2.4 CITY-ST-ZIP	
TITLE	DC	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARROLL CHARLES A	3.2 NAME	
STREET ADDRESS	1147 AKRON ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	WOOSTER OH	3.4 CITY-ST-ZIP	
TITLE	VPM	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRANDT, PATRICK W	4.2 NAME	
STREET ADDRESS	3124 VALLEY AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINCHESTER VA	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRICE, JAMES B.	5.2 NAME	
STREET ADDRESS	3124 VALLEY AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	WINCHESTER VA	5.4 CITY-ST-ZIP	
TITLE	SVP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEIGAND GEORGE C	6.2 NAME	
STREET ADDRESS	1147 AKRON RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	WOOSTER OH	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:

4/3/97 330-264-6464

CR2E034 (9/96)