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Jan 14 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 # P38293 (7)
1. Corporation Name
VITAL SIGNS SALES CORPORATION



Principal Place of Business: 20 CAMPUS ROAD TOTOWA NJ 07512
Mailing Address: 20 CAMPUS ROAD TOTOWA NJ 07512-1210

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		04/13/1992	01/30/1996
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		22-3158218	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	
24	25	29	30	<input type="checkbox"/>	
9. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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 pre-stamped of registered agent and true 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 WALL, TERENCE D. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	160 LLOYD ROAD	1.2 NAME	
STREET ADDRESS	MONTCLAIR NJ	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD WICKER, BARRY <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	75 CHEROKEE COURT	2.2 NAME	
STREET ADDRESS	SPARTA NJ	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VT COLE, RORY <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	445 ALPS ROAD	3.2 NAME	
STREET ADDRESS	WAYNE NJ	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	SD DIMUN, ANTHONY J. <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3 QUEEN ROAD	4.2 NAME	
STREET ADDRESS	EAST BRUNSWICK NJ	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	AS EHRENBERG, PETER H. <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	450 WEST END AVE., #4B	5.2 NAME	
STREET ADDRESS	NEW YORK NY	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	AT DIMUN, ANTHONY J. <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3 QUEEN ROAD	6.2 NAME	
STREET ADDRESS	EAST BRUNSWICK NJ	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: *Rory Cole* RORY COLE VP 1-4-96 201-790-1330
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)