

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90291 028 ***150.00

DOCUMENT # P38423

1. Corporation Name
AAF-McQuay Inc.

Principal Place of Business Mailing Address
111 So. Calvert St., Suite 2800 13600 Industrial Park
Baltimore, MD 21202 Blvd.
Plymouth, MN 55441

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
4/20/1992

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	41-0404230	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	29	30
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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	President and CEO	1.1 TITLE	Treasurer
NAME	Joseph B. Hunter	1.2 NAME	Ronald J. Pederson
STREET ADDRESS	111 S. Calvert St., #2800	1.3 STREET ADDRESS	111 S. Calvert St., #2800
CITY-ST-ZIP	Baltimore, MD 21202	1.4 CITY-ST-ZIP	Baltimore, MD 21202
TITLE	Exec. VP	2.1 TITLE	
NAME	Gerald L. Boehrs	2.2 NAME	
STREET ADDRESS	215 Central Avenue	2.3 STREET ADDRESS	
CITY-ST-ZIP	Louisville, KY 40208	2.4 CITY-ST-ZIP	
TITLE	Exec. VP	3.1 TITLE	
NAME	Michael J. Christopher	3.2 NAME	
STREET ADDRESS	211 So Calvert St., #2800	3.3 STREET ADDRESS	
CITY-ST-ZIP	Baltimore, MD 21202	3.4 CITY-ST-ZIP	
TITLE	S&C and CFO	4.1 TITLE	
NAME	Andrew R. Morrison	4.2 NAME	
STREET ADDRESS	111 S. Calvert St., #2800	4.3 STREET ADDRESS	
CITY-ST-ZIP	Baltimore, MD 21202	4.4 CITY-ST-ZIP	
TITLE	Gen. Counsel / Ass't Secretary	5.1 TITLE	
NAME	Dixie L. Randle	5.2 NAME	
STREET ADDRESS	13600 Industrial Park Blvd.	5.3 STREET ADDRESS	
CITY-ST-ZIP	Plymouth, MN 55441	5.4 CITY-ST-ZIP	
TITLE	Controller and Ass't Secretary	6.1 TITLE	
NAME	Bruce B. Krueger	6.2 NAME	
STREET ADDRESS	215 Central Avenue	6.3 STREET ADDRESS	
CITY-ST-ZIP	Louisville, KY 40208	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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Dixie L. Randle, General Counsel and Assistant Secretary

4/27/99

Date

612/553-5179

Daytime Phone #

CR2E034 (11/98)