

2006 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
May 01, 2006 8:00 am
Secretary of State

05-01-2006 90453 026 ***150.00

60031743



DOCUMENT # P38848 1. Entity Name REXNORD INDUSTRIES, INC.					
Principal Place of Business 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214			Mailing Address PO BOX 2191 MILWAUKEE, WI 53201-2191 US		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		01232006 Chg-P CR2E034 (11/05)	
Zip		Country		4. FEI Number 39-1626766	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent				7. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324				Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD JANSEN, THOMAS J 135 S. 84TH STREET MILWAUKEE, WI 53214	<input checked="" type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP & Secretary Michael N. Andrzejewski 4701 W. Greenfield Ave. Milwaukee, WI 53214
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD JANSEN, THOMAS J 4701 W. GREENFIELD AVE. MILWAUKEE, WI 53214	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP & General Council Patricia M. Whaley 4701 W. Greenfield Ave. Milwaukee, WI 53214
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP CAPUTO, TINDARO 4701 W. GREENFIELD AVE. MILWAUKEE, WI 53214	<input checked="" type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP & Treasurer Todd A. Adams 4701 W. Greenfield Ave. Milwaukee, WI 53214
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD HITT, ROBERT A 4701 W GREENFIELD AVE MILWAUKEE, WI 53214	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP - Tax Howard Lederman 4701 W. Greenfield Ave. Milwaukee, WI 53214
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS MILLER, JANE U 4701 W. GREENFIELD AVE. MILWAUKEE, WI 53214	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Asst. Treasurer Nickole Kelly 4701 W. Greenfield Ave. Milwaukee, WI 53214
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: <i>Jan Miller</i> Asst. Sec. 4-27-06 414-643-2512 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #</small>					

REXNORD INDUSTRIES, INC.**ATTACHMENT**

60031743

#P38848

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert A. Hitt	President & Chief Executive Officer	4701 W. Greenfield Ave. Milwaukee, WI 53214
Thomas J. Jansen	Executive Vice President & Chief Financial Officer	4701 W. Greenfield Ave. Milwaukee, WI 53214
Michael N. Andrzejewski	Vice President & Secretary	4701 W. Greenfield Ave. Milwaukee, WI 53214
Patricia M. Whaley	Vice President & General Counsel	4701 W. Greenfield Ave. Milwaukee, WI 53214
James Strahley	Vice President, Human Resources	4701 W. Greenfield Ave. Milwaukee, WI 53214
Todd A. Adams	Vice President & Treasurer	4701 W. Greenfield Ave. Milwaukee, WI 53214
Howard Lederman	Vice President, Tax	4701 W. Greenfield Ave. Milwaukee, WI 53214
Jane U. Miller	Assistant Secretary	4701 W. Greenfield Ave. Milwaukee, WI 53214
Nickole Kelly	Assistant Treasurer	4701 W. Greenfield Ave. Milwaukee, WI 53214

DIRECTORS:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
Robert A. Hitt	United States	4701 W. Greenfield Ave. Milwaukee, WI 53214
Thomas J. Jansen	United States	4701 W. Greenfield Ave. Milwaukee, WI 53214
Michael Andrzejewski	United States	4701 W. Greenfield Ave. Milwaukee, WI 53214

ATTACHMENT

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On February 28, 2006 Rexnord Industries, Inc. converted to a limited liability company, thus changing its name to Rexnord Industries, LLC. We will retain the same Federal Identification number, and believe that Washington will also continue to use the same account number.

We have enclosed a copy of the Delaware Certificate of Conversion as documentation of the change.

ATTACHMENT 60031743

#P38848

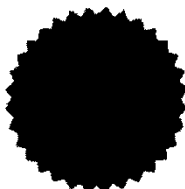
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "REXNORD INDUSTRIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "REXNORD INDUSTRIES, INC." TO "REXNORD INDUSTRIES, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2006, AT 2:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 11:59 O'CLOCK P.M.



2168721 8100V

060180950

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4548381

DATE: 02-24-06

ATTACHMENT 60031743

#P 38848

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 02/24/2006
FILED 02:48 PM 02/24/2006
sny 060180950 - 2168721 FILE

REXNORD INDUSTRIES, INC.

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
LIMITED LIABILITY COMPANY ACT**

1. The name of the corporation immediately prior to the effective time of this Certificate of Conversion is Rexnord Industries, Inc.
2. The date on which the original Certificate of Incorporation was filed with the Delaware Secretary of State is August 5, 1988.
3. The name of the limited liability company into which the corporation is hereby being converted is Rexnord Industries, LLC.
4. The effective time and date of this Certificate of Conversion shall be as of 11:59 p.m. on February 28, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 20th day of December, 2005.

REXNORD INDUSTRIES, INC.

By: Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President

ATTACHMENT

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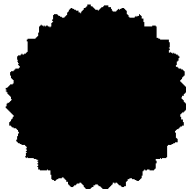
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "REXNORD INDUSTRIES, LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2006, AT 2:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 11:59 O'CLOCK P.M.



2168721 8100V

060180950

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4548381

DATE: 02-24-06

ATTACHMENT

#P38848

6003743

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 02/24/2006
FILED 02:48 PM 02/24/2006
SRV 060180930 - 2168721 FILE

CERTIFICATE OF FORMATION

OF

REXNORD INDUSTRIES, LLC

1. The name of the limited liability company is Rexnord Industries, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The name of the registered agent at such address is The Corporation Trust Company.
3. The effective time and date of this Certificate of Formation shall be as of 11:59 p.m. on February 28, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 26th day of December, 2005.

REXNORD CORPORATION

By: Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President