

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

FILED
Jan 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003758 (6)
 1. Corporation Name
WESTCON, INC.



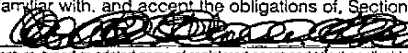
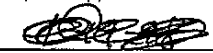
Principal Place of Business 1021 S. 23RD STREET BISMARCK ND 58502	Mailing Address 1021 S. 23RD STREET BISMARCK ND 58502
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/18/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 45-0360840	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	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

g. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T 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

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:  DATE: 

Signature, typed or printed name of registered agent and title if applicable. (NOTE Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PC	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	PETERSON, MARK C			1.2 NAME			
STREET ADDRESS	1021 S. 23RD ST. BOX 1735			1.3 STREET ADDRESS			
CITY - ST - ZIP	BISMARCK ND 58502			1.4 CITY - ST - ZIP			
TITLE	VVC	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KIENZLE, RON			2.2 NAME			
STREET ADDRESS	1021 S. 23RD ST. BOX 1735			2.3 STREET ADDRESS			
CITY - ST - ZIP	BISMARCK ND 58502			2.4 CITY - ST - ZIP			
TITLE	DST	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GLASSER, DON R			3.2 NAME			
STREET ADDRESS	1021 S. 23RD ST. BOX 1735			3.3 STREET ADDRESS			
CITY - ST - ZIP	BISMARCK ND 58502			3.4 CITY - ST - ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY - ST - ZIP				4.4 CITY - ST - ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY - ST - ZIP				5.4 CITY - ST - ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY - ST - ZIP				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.

SIGNATURE:  1-19-98 701-222-0074

CR2E034 (10/97)