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May 16 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 # P02470 (3)

1. Corporation Name
MAGNETEK, INC.



Principal Place of Business
**26 CENTURY BLVD
 NASHVILLE TN 37229
 US**

Mailing Address
**26 CENTURY BLVD
 NASHVILLE TN 37214-3644
 US**

3. Date Incorporated or Qualified
06/20/1984

3a. Date of Last Report
04/26/1996

4. FEI Number
95-3917584

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 **37214**

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

9. Name and Address of Current Registered Agent
**NRAI SERVICES, INC.
 526 EAST PARK AVENUE
 TALLAHASSEE FL 32301**

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 _____ 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	PCD GALEF, ANDREW G	1.1 TITLE	C, D
NAME	26 CENTURY BLVD	1.2 NAME	
STREET ADDRESS	NASHVILLE TN	1.3 STREET ADDRESS	NASHVILLE, TN 37214
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	VT COLLING, JOHN P	2.1 TITLE	
NAME	26 CENTURY BLVD	2.2 NAME	
STREET ADDRESS	NASHVILLE FL	2.3 STREET ADDRESS	NASHVILLE, TN 37214
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VPC REILAND, DAVID P	3.1 TITLE	
NAME	26 CENTURY BLVD	3.2 NAME	
STREET ADDRESS	NASHVILLE TN	3.3 STREET ADDRESS	NASHVILLE, TN 37214
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	VPS MILEY, SAMUEL A	4.1 TITLE	
NAME	26 CENTURY BLVD	4.2 NAME	
STREET ADDRESS	NASHVILLE TN	4.3 STREET ADDRESS	NASHVILLE, TN 37214
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	D CROCKER, NEVIN	5.1 TITLE	
NAME	26 CENTURY BLVD	5.2 NAME	
STREET ADDRESS	NASHVILLE TN	5.3 STREET ADDRESS	NASHVILLE, TN 37214
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	P
NAME		6.2 NAME	HOGG, RONALD N.
STREET ADDRESS		6.3 STREET ADDRESS	26 CENTURY BLVD.
CITY - ST - ZIP		6.4 CITY - ST - ZIP	NASHVILLE, TN 37214

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: Peter E. Colby ASST. Secy
 DATE: 5-1-97 (615) 316-5100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)

ADDITIONAL OFFICERS OF MAGNETEK, INC.

Ronald N. Hoge
President & Chief Executive Officer
26 Century Blvd.
Nashville, TN 37214-3644

Brian Dundon
Executive Vice President
1145 Corporate Lake Drive
St. Louis, MO 63132-1716

Dennis L. Hatfield
Assistant Vice President
26 Century Blvd.
Nashville, TN 37214-3644

Robert W. Murray
Vice President
26 Century Blvd.
Nashville, TN 37214-3644

James E. Schuster
Senior Vice President
26 Century Blvd.
Nashville, TN 37214-3644

Daryl D. David
Senior Vice President
26 Century Blvd.
Nashville, TN 37214-3644

John E. Steiner
Executive Vice President
26 Century Blvd.
Nashville, TN 37214-3644

Antonio Canova
Executive Vice President
52028 Terranuova Bracciolini
Arezzo, Italy

Alexander Levrant
Vice President
26 Century Blvd.
Nashville, TN 37214-3644

Peter E. Collins
Assistant Secretary
26 Century Blvd.
Nashville, TN 37214-3644

Gerard P. Gorman
Senior Vice President
26 Century Blvd.
Nashville, TN 37214-3644

Thomas R. Knak
Vice President & Controller
1145 Corporate Lake Drive
St. Louis, MO 63132-1716

ADDITIONAL DIRECTORS OF MAGNETEK, INC.

Maruerite W. Sallee
26 Century Blvd.
Nashville, TN 37214-3644

Robert E. Wycoff
26 Century Blvd.
Nashville, TN 37214-3644

Paul J. Kofmehl
26 Century Blvd.
Nashville, TN 37214-3644

Kenneth A. Ruck
26 Century Blvd.
Nashville, TN 37214-3644

Duwan K. Cross
26 Century Blvd.
Nashville, TN 37214-3644

A. Karl Kotchian
26 Century Blvd.
Nashville, TN 37214-3644