

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

FILED
Jan 27 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 # P38423 (0)

1. Corporation Name
AAF-MCQUAY INC.



Principal Place of Business 111 S CALVERT ST #2800 BALTIMORE MD 21202 US	Mailing Address 302 NICHOLS DR HUTCHINS TX 75141 US
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DO NOT WRITE IN THIS SPACE

21 Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 04/20/1992	
4. FEI Number 41-0404230	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HUNTER, JOSEPH B.	
STREET ADDRESS	111 S. CALVERT ST STE 2800	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BOEHRS, GERALD L.	
STREET ADDRESS	215 CENTRAL AVE	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	CHRISTOPHER, MICHAEL J	
STREET ADDRESS	111 S. CALVERT ST., STE #2800	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GROHMANN, NORBERT O.	
STREET ADDRESS	215 CENTRAL AVENUE	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	WEAVER, JOSEPH R. J	
STREET ADDRESS	302 NICHOLS DR	
CITY-ST-ZIP	HUTCHINS TX	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BAILEY, BART L.	
STREET ADDRESS	111 S CALVERT ST. STE. 2800	
CITY-ST-ZIP	BALTIMORE MD	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	S Andrew R. Morrison
1.3 STREET ADDRESS	111 S. Calvert st, Ste. 2800
1.4 CITY-ST-ZIP	Baltimore, MD 21202
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Ronald J. Pederson
2.3 STREET ADDRESS	111 S. Calvert St, Ste. 2800
2.4 CITY-ST-ZIP	Baltimore, MD 21202
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 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 _____ DATE _____

CR2E034 (10/97)

AAF-McQUAY INC.

DIRECTORS AND OFFICERS

AS OF 12/31/97

DIRECTORS:

<u>NAME</u>	<u>OFFICE</u>	<u>HOME</u>
Liu Wan Min	O.Y.L. Industries Berhad Jalan Pengapit 15/19 40000 Shah Alam Selangor Darul Ehsan, Malaysia	8, Jalan SS20/24, Damansara Utama 47400 Petaling Jaya, Selangor, Malaysia
Ho Nyuk Choy	O.Y.L. Industries Berhad Jalan Pengapit 15/19 40000 Shah Alam Selangor Darul Ehsan, Malaysia	50, SS18/4C Subang Jaya, 47500 Petaling Jaya, Selangor, Malaysia
Quek Leng Chan	The Hong Leong Group Malaysia Level 11 Wisma Hong Leong 18 Jalan Perak 50450 Kuala Lumpur, Malaysia	12th Floor 1A, Jalan Stonor 50450 Kuala Lumpur, Malaysia
Roger K. H. Tan	Hume Industries (Malaysia) Berhad Level 8 Wisma Hong Leong 18 Jalan Perak 50450 Kuala Lumpur, Malaysia	3, Lorong Bukit Pantai 3 Bukit Pantai 59100 Kuala Lumpur, Malaysia
Joseph B. Hunter	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202	512 Shady Dell Road York, PA 17403
Gerald L. Boehrs	13600 Industrial Park Blvd. Plymouth, MN 55441	12400 Marion Lane, Apt. 3318 Minnetonka, MN 55305
Michael J. Christopher	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202	1730 Crows Nest Lane York, PA 17403

AAF-McQUAY INC.

DIRECTORS AND OFFICERS

AS OF 12/31/97

OFFICERS:

<u>NAME</u>	<u>OFFICE</u>	<u>HOME</u>
Joseph B. Hunter President/CEO	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202 Tel: 410 528 2755	512 Shady Dell Road York, PA 17403
Gerald L. Boehrs Executive Vice President	13600 Industrial Park Blvd. Plymouth, MN 55441 Tel: 612 553 5330	12400 Marion Lane, Apt. 3318 Minnetonka, MN 55305
Michael J. Christopher Executive Vice President	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202 Tel: 410 528 2755	1730 Crows Nest Lane York, PA 17403
Norbert O. Grohmann Vice President	215 Central Avenue Louisville, KY 40208 Tel: 502 637 0011	447 Swing Lane Louisville, KY 40207
Andrew R. Morrison Chief Financial Officer/ Secretary	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore MD 21202 Tel: 410 528 2755	58 Montvieu Court Hunt Valley, MD 21030
Ronald J. Pederson Treasurer	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202 Tel: 410 528 2755	405 Silver Beech Ct. Bel Air, MD 21015
Bruce D. Krueger Assistant Secretary/ Controller	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202 Tel: 410 528 2755	Legg Mason Tower, Suite 2800 111 South Calvert Street Baltimore, MD 21202 Tel: 410 528 2755

AAF-McQUAY INC.

DIRECTORS AND OFFICERS

AS OF 12/31/97

OFFICERS:

<u>NAME</u>	<u>OFFICE</u>	<u>HOME</u>
Christopher L. Chessmore Assistant Secretary	302 Nichols Drive Hutchins, TX 75141	9446 Crestedge Drive Dallas, TX 75238
Alan J. Grundei Assistant Secretary	13600 Industrial Park Blvd. Plymouth, MN 55441 Tel: 612 553 5330	1830 Peony Lane North Plymouth, MN 55447
Dixie Randle Assistant Secretary	13600 Industrial Park Blvd. Plymouth, MN 55441 Tel: 612 553 5330	3640 Zinnia Lane North Plymouth, MN 55441
Dennis Reinhold Assistant Secretary	215 Central Avenue Louisville, KY 40208 Tel : 502 637 0011	5209 Hempstead Rd. Louisville, KY 40207
Amanda Klosterman Assistant Secretary	13600 Industrial Park Blvd. Plymouth, MN 55441 Tel: 502 637 0011	1656 Hartford Avenue St. Paul, MN 55116