

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

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

05-10-1999 90291 028 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38423
 1. Corporation Name
 AAF-McQuay Inc.

Principal Place of Business	Mailing Address
111 So. Calvert St., Suite 2800 Baltimore, MD 21202	13600 Industrial Park 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
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	25
29	30

4. FEI Number	Applied For
41-0404230	Not Applicable
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 owes the current year Intangible Personal Property Tax.	Yes No

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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	President and CEO	<input type="checkbox"/> DELETE
NAME	Joseph B. Hunter	
STREET ADDRESS	111 S. Calvert St., #2800	
CITY-ST-ZIP	Baltimore, MD 21202	
TITLE	Exec. VP	<input type="checkbox"/> DELETE
NAME	Gerald L. Boehrs	
STREET ADDRESS	215 Central Avenue	
CITY-ST-ZIP	Louisville, KY 40208	
TITLE	Exec. VP	<input type="checkbox"/> DELETE
NAME	Michael J. Christopher	
STREET ADDRESS	211 So Calvert St., #2800	
CITY-ST-ZIP	Baltimore, MD 21202	
TITLE	SEC and CFO	<input type="checkbox"/> DELETE
NAME	Andrew R. Morrison	
STREET ADDRESS	111 S. Calvert St., #2800	
CITY-ST-ZIP	Baltimore, MD 21202	
TITLE	Gen. Counsel / Ass't Secretary	<input type="checkbox"/> DELETE
NAME	Dixie L. Randle	
STREET ADDRESS	13600 Industrial Park Blvd.	
CITY-ST-ZIP	Plymouth, MN 55441	
TITLE	Controller and Ass't Secretary	<input type="checkbox"/> DELETE
NAME	Bruce B. Krueger	
STREET ADDRESS	215 Central Avenue	
CITY-ST-ZIP	Louisville, KY 40208	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Treasurer	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Ronald J. Pederson	
1.3 STREET ADDRESS	111 S. Calvert St., #2800	
1.4 CITY-ST-ZIP	Baltimore, MD 21202	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
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 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: Dixie L. Randle 4/27/99 612/553-5179
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
 Dixie L. Randle, General Counsel and Assistant Secretary

CR2E034 (11/98)