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SEC 1972 (6/02) Potential persons who are to respond to the collection of information in this form are not required to respond unless the collection has a valid OMB control number.



03021993

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
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FORM D

PROCESSED

JUN 24 2003

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

THOMSON FINANCIAL	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Offering of Subordinated Notes

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Armstrong International, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Telephone Number (Including Area Code)

772-286-7175

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

816 Maple Street, Three Rivers, MI 49093

Telephone Number (Including Area Code)

269-273-1415

012

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director/Trustee General and/or Managing Partner

Full Name (Last name first, if individual)

Armstrong, Merrill H.

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director/Trustee General and/or Managing Partner

Full Name (Last name first, if individual)

Armstrong, David M.

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director/Trustee General and/or Managing Partner

Full Name (Last name first, if individual)

Armstrong, Patrick B.

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bloss, Douglas V.

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Morris, J. Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gibson, Stephen P.

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

1994 Armstrong Family Trust

Business or Residence Address (Number and Street, City, State, Zip Code)

2081 SE Ocean Blvd, 4th Floor, Stuart, FL 34996

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 103,216

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

None

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ <u>-0-</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 11,508,372

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Redemption of preferred stock</u>	<input type="checkbox"/> \$ <u>11,508,372</u>	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>11,508,372</u>	