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Apr 21 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 # 287814 (8)
 1. Corporation Name
SECURITIES MANAGEMENT AND RESEARCH INC



Principal Place of Business Mailing Address
ONE MOODY PLAZA **ONE MOODY PLAZA**
14 FL **14 FL**
GALVESTON TEXAS 77550 **GALVESTON TEXAS 77550-7948**
US **US**

3. Date Incorporated or Qualified **12/07/1964** 3a. Date of Last Report **05/01/1996**
 4. FEI Number **59-1145041** Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Zip Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. 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 **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 Signature by CEO or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
 TITLE DELETE
 NAME **V UNGER, EMERSON V.**
 STREET ADDRESS **ONE MOODY PLAZA**
 CITY - ST - ZIP **GAVELSTON TX**
 TITLE DELETE
 NAME **S AXELSON, TERESA**
 STREET ADDRESS **ONE MOODY PLAZA**
 CITY - ST - ZIP **GAVELSTON TX**
 TITLE DELETE
 NAME **VT KOELEMAY, BRENDA T**
 STREET ADDRESS **ONE MOODY PLAZA**
 CITY - ST - ZIP **GAVELSTON TX**
 TITLE DELETE
 NAME **VP DIXON, GORDON D.**
 STREET ADDRESS **ONE MOODY PLAZA**
 CITY - ST - ZIP **GALVESTON TX 77550**
 TITLE DELETE
 NAME **PD MCCRSKEY, MICHAEL W**
 STREET ADDRESS **ONE MOODY PLAZA**
 CITY - ST - ZIP **GAVELSTON TX**
 TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY - ST - ZIP
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY - ST - ZIP
 3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY - ST - ZIP
 4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY - ST - ZIP
 5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY - ST - ZIP
 6.1 TITLE Change Addition
 6.2 NAME **VP**
 6.3 STREET ADDRESS **K. DAVID WHEELER**
 6.4 CITY - ST - ZIP **ONE MOODY PLAZA**
GALVESTON, TX 77551

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: *Brenda T. Koelmay* VP/Treasurer 4/11/97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # **409-763-2767**

CR2E034 (9/96)