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Mar 05 1997 8:00am
Secretary of State

~~NONPROFIT~~ CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 809076 (3)
1. Corporation Name
TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA



Principal Place of Business Mailing Address
730 THIRD AVENUE NEW YORK NY 10017
730 THIRD AVENUE NEW YORK NY 10017-3206

3. Date Incorporated or Qualified 10/03/1952
3a. Date of Last Report 05/19/1996
4. FEI Number 13-1624203
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 Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
METZ, STEPHEN W
MESSER VICKERS LAW FIRM, SUITE 701
215 S. MONROE ST., P.O. BOX 1876
TALLAHASSEE FL 32302-1876

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	BIGGS, JOHN H.	
STREET ADDRESS	730 THIRD AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	P	<input type="checkbox"/> DELETE
NAME	JONES, THOMAS	
STREET ADDRESS	730 THIRD AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MASTERS, MARY ANN E.	
STREET ADDRESS	730 3RD AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STAMM, CHARLES	
STREET ADDRESS	730 THIRD AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WILSON, ALBERT J.	
STREET ADDRESS	730 THIRD AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ADAMSKI, RICHARD J.	
STREET ADDRESS	730 THIRD AVENUE	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ALEXANDER, DAVID	
1.3 STREET ADDRESS	333 COLLEGE WAY	
1.4 CITY-ST-ZIP	CLAREMONT, CA 91711-6305	
2.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	WILLARD, CARLTON	
2.3 STREET ADDRESS	4915 CAMINO ANTONIO	
2.4 CITY-ST-ZIP	TUCSON, AZ 85718-6805	
3.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	ALEXIS, MARCUS	
3.3 STREET ADDRESS	2001 SHERIDAN ROAD	
3.4 CITY-ST-ZIP	EVANSTON, IL 60208-2001	
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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Manuel...* Vice President, 1/10/97 (212) 916-4600

CR2E037 (9/96)

TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA

OFFICERS

Richard Adamski	Vice President & Treasurer
Diane M. Axelrod	Vice President
John H. Biggs	Chairman & Chief Executive Officer
James F. Blair	Vice President
Peter C. Clapman	Senior V.P. & Chief Counsel, Investments
Virgil H. Cumming	Senior Vice President
Madeleine B. d'Ambrosio	Vice President
Douglas A. Dial	Vice President
Kirk L. Dorn	Vice President
Peter J. Farley	Vice President
Eric E. Fisher	Vice President
Louis R. Garcia	Chief Ombudsman & Vice President
Richard L. Gibbs	Executive Vice President
Robert G. Gilmore	V.P. and Chief Counsel, Corporate Finance
Herb B. Gordon	V.P. and Chief Counsel, Government Relations
Don Harrell	Executive Vice President
Larry D. Hershberger	Senior Vice President
Matina Horner	Executive Vice President
Edward Hudson	Vice President
Thomas W. Jones	President
Harry I. Klaristenfeld	Vice President
Ronald P. McPhee	Senior Vice President
John A. Putney, Jr.	Executive Vice President
Jeanne Cullinan Ray	V.P. & Chief Counsel, Insurance
Betty B. Robbins	V.P. & Chief Counsel, Mortgage & Real Estate
David Shunk	Vice President
John A. Somers	Senior Vice President
Charles H. Stamm	Executive Vice President, & General Counsel
Peter A. Trikaminas	Senior Vice President
Thomas G. Walsh	Executive Vice President
Mary Ann Werner	Vice President
Albert J. Wilson	V.P. & Chief Counsel, Corporate Secretary
James A. Wolf	Senior Vice President
Susan P. Young	Vice President
Mary Ann E. Masters	Vice President, Corporate Tax