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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 # 825913 (7)
1. Corporation Name
THE GUARDIAN INSURANCE & ANNUITY COMPANY, INC.



Principal Place of Business
**201 PARK AVENUE SOUTH
NEW YORK NY 10003-1663**

Mailing Address
**201 PARK AVENUE SOUTH
NEW YORK NY 10003-1601**

3. Date Incorporated or Qualified
01/24/1972

3a. Date of Last Report
04/11/1996

21	2. Principal Place of Business	2a	2a. Mailing Address	4	FEI Number 13-2656036	Applied For
22	Suite Apt # etc.	26	Suite, Apt #, etc.	5	Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	City & State	27	City & State	6	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Zip	28	Zip	8	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
25	Country	29	Country			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
INSURANCE COMMISSIONER CAPITOL BUILDING TALLAHASSEE FL				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating.) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	EVD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, JOHN M	1.2 NAME	
STREET ADDRESS	201 PARK AVE S	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 10003	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FUTIA, LEO R	2.2 NAME	
STREET ADDRESS	201 PARK AVE S	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 10003	2.4 CITY-ST-ZIP	
TITLE	PCD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SARGENT, JOSEPH D	3.2 NAME	
STREET ADDRESS	201 PARK AVE S	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 10003	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARUSO, JOSEPH	4.2 NAME	
STREET ADDRESS	201 PARK AVE SOUTH	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10003	4.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FERRARA, ARTHUR V	5.2 NAME	D
STREET ADDRESS	201 PARK AVE S	5.3 STREET ADDRESS	FERRARA, ARTHUR V
CITY-ST-ZIP	NEW YORK, NY 10003	5.4 CITY-ST-ZIP	201 PARK AVE S
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALBERS, CHARLES E	6.2 NAME	
STREET ADDRESS	201 PARK AVE S	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 10003	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 607, Florida Statutes; and that my name appears in block 12 or block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ **REQUIRED** **4/9/97 (212) 598-8526**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone: _____

CR2E034 (9/96)

State of Florida Annual Report - 1997

The Guardian Insurance & Annuity Company, Inc.

ADDITIONS

TITLE: D
NAME: DUTTER, PHILIP H.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: V/D
NAME: JONES, FRANK J.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: V/D
NAME: KANE, EWARD K.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: D
NAME: HUTCHINGS, PETER L.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: D
NAME: WARREN, WILLIAM C.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: V
NAME: FISHER, CHARLES G.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003

TITLE: V
NAME: BABAKIAN, MICHELE S.
STREET ADDRESS: 201 PARK AVE S
CITY-ST-ZIP: NEW YORK, NY 10003