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**May 07 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 # 850668 (5)
1. Corporation Name
SALOMON BROTHERS INC.



Principal Place of Business
**7 WORLD TRADE CENTER
TAX DEPT.
NEW YORK NY 10048
US**

Mailing Address
**7 WORLD TRADE CENTER
TAX DEPT.
NEW YORK NY 10048-1102
US**

3. Date Incorporated or Qualified
10/12/1981

3a. Date of Last Report
05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 13-3082694	Applied for Not Applicable
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23 Zip Country	28 Zip Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 25	29 30		

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 _____ (NOTE: Registered Agent signature required when transferring) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	MAUGHAN, DERYCK C	
STREET ADDRESS	7 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DENHAM, ROBERT	
STREET ADDRESS	7 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MUNDHEIM, ROBERT	
STREET ADDRESS	7 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	JASPER, THOMAS W.	
STREET ADDRESS	7 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	SMITH, JEFFREY H.	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK, NY	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SNOW, ZACHARY	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BAILEY, JEROME H	
1.3 STREET ADDRESS	7 WORLD TRADE CENTER	
1.4 CITY-ST-ZIP	NEW YORK, NY 10048	
2.1 TITLE	CAO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	MARSHALL, KENNETH K	
2.3 STREET ADDRESS	7 WORLD TRADE CENTER	
2.4 CITY-ST-ZIP	NEW YORK, NY 10048	
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 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: *Thomas W. Jasper* Thomas W. Jasper

(212) 783-7000

CR2E034 (9/96)