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**Apr 04 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 # F93000003271 (4)
1. Corporation Name
FLEISHMAN-HILLARD, INC.



Principal Place of Business: 200 N. BROADWAY, SUITE 1800 ST LOUIS MO 63102
Mailing Address: 200 N. BROADWAY, SUITE 1800 ST LOUIS MO 63102-2798

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/12/1993	3a. Date of Last Report 04/25/1996
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 43-0689593	Applied For Not Applicable
23. Zip	24. Country	29. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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 reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD GRAHAM, JOHN D 7 LORENZO LANE ST LOUIS MO 63124	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STVD ROLLINS, ROYCE L 9041 FAIR OAKS CRESCENT ST LOUIS MO	1.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	V AKERSON, ALAN W 3806 ROCK BLUFF CT ST LOUIS MO	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP	V EPSTEIN, JERRY A 12850 TOPPING MANOR DR. ST. LOUIS MO	1.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	V FINNIGAN, JOSEPH T 12415 BALLAS TRAILS DR ST LOUIS MO	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	V ANDERSON, WILLIAM K 811 AMHERST PLACE EDWARDSVILLE IL	2.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP		2.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP		3.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP		4.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP		5.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
CITY- ST- ZIP		6.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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: *Mark Stavenbiel* **MARK STAVENBIEL** 3/19/97 314-982-0558
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

FLEISHMAN-HILLARD, INC.

OFFICERS AND DIRECTORS

Item 12.

V

Modzelewski, John F.
1152 N. LaSalle
Chicago, IL 60610

V

Morice, James L.
208 N. Warson Road
St. Louis, MO 63124

V

Solberg, Elizabeth
850 W. 52nd Street
Kansas City, MO 64112

V

Sullivan, Richard J.
2902 Hunting Hills Court
Oakton, VA 22124

V

Van Meter, Jan R.
1675 York Avenue, #20K
New York, NY 10128

Assistant Secretary
Staufenbiel, Mark E.
4145 Hidden Meadows
Arnold, MO 63010