

FILED
Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90203 030 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katharine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000002505

1. Corporation Name
WILLIS FABER NORTH AMERICA, INC.



Principal Place of Business
**WALL STREET PLAZA
 4TH FLOOR
 NEW YORK NY 10005**

Mailing Address
**C/O LEGAL DEPARTMENT
 WILLIS FABER, P.O. BOX 2500
 STONEY CREEK NC 27377
 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country

3. Date Incorporated or Qualified
05/13/1994

4. FEI Number
13-1980209

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 S. PINE ISLAND RD.
 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 reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------------------|---|---|
| TITLE | C <input type="checkbox"/> DELETE | 1.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | PRUITT, PETER T | 1.2 NAME | Reeth; George P |
| STREET ADDRESS | 4TH FLOOR WALL STREET PLAZA | 1.3 STREET ADDRESS | 4th Floor Wall Street Plaza |
| CITY-ST-ZIP | NEW YORK NY 10005 | 1.4 CITY-ST-ZIP | New York, NY 10005 |
| TITLE | T <input type="checkbox"/> DELETE | 2.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | MOONEY, C. WILLIAM | 2.2 NAME | Pelly, John |
| STREET ADDRESS | 26 CENTURY BLVD. | 2.3 STREET ADDRESS | Ten Trinity Square, London |
| CITY-ST-ZIP | NASHVILLE TN 37214 | 2.4 CITY-ST-ZIP | London EC3P 3AX England |
| TITLE | S <input type="checkbox"/> DELETE | 3.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | YOUNG, HOLLY G | 3.2 NAME | Grahame Millwater |
| STREET ADDRESS | 26 CENTURY BLVD. | 3.3 STREET ADDRESS | Ten Trinity Square |
| CITY-ST-ZIP | NASHVILLE TN 37214 | 3.4 CITY-ST-ZIP | London EC3P 3AX England |
| TITLE | EVP <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CASHIN, JOHN R | 4.2 NAME | Please see attached listing for additional officers. |
| STREET ADDRESS | 458 THIRD STREET | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | BROOKLYN NY 11215 | 4.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 5.1 TITLE | Corporate Assistant Secretary <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PINKSTON, KENNETH H | 5.2 NAME | Jennifer L. Talley |
| STREET ADDRESS | 1178 TRAVELERS RIDGE DRIVE | 5.3 STREET ADDRESS | 301 East Harden Street |
| CITY-ST-ZIP | NASHVILLE TN 37220 | 5.4 CITY-ST-ZIP | Graham; NC 27253-0872 |
| TITLE | VP <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HAYES, DEBORAH K | 6.2 NAME | |
| STREET ADDRESS | 1518 RUSSELL CIRCLE | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | NASHVILLE TN 37214 | 6.4 CITY-ST-ZIP | |

14. I 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, with all other like empowered.

SIGNATURE: *Jennifer L. Talley* Corporate Assistant Secretary 4/07/99 336-449-2173
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
 Jennifer L. Talley

CR2E034 (1/98)