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PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # P10371 (3)

1. Corporation Name
BEAR, STEARNS & CO., INC.



Principal Place of Business: 245 PARK AVE, ATTN: KENNETH EDLOW, NEW YORK NY 10167 US
Mailing Address: 115 S. JEFFERSON RD, ATTN: NANCY LOPEZ, COMPLIANCE DEPT, WHIPPANY NJ 07981 US

3. Date Incorporated or Qualified: 06/09/1986
3a. Date of Last Report: 04/04/1995
4. FEI Number: 13-3299429
5. Certificate of Status Desired: Applied For, Not Applicable
6. Election Campaign Financing Trust Fund Contribution: \$8.75 Additional Fee Required, \$5.00 May Be Added to Fees
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes, No

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)
22. Suite, Apt. #, etc.
23. City & State
24. Zip, Country

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND RD., PLANTATION FL 33324
10. Name and Address of New Registered Agent (81-85)
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code: FL

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOD GREENBERG, ALAN C.	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	245 PARK AVE	1.2 NAME	
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DP CAYNE, JAMES E.	2.1 TITLE	
NAME	245 PARK AVE	2.2 NAME	
STREET ADDRESS	NEW YORK NY	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DEV SITES, JOHN C. JR	3.1 TITLE	
NAME	245 PARK AVE	3.2 NAME	
STREET ADDRESS	NEW YORK NY	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DEV TARNOPOL, MICHAEL L.	4.1 TITLE	
NAME	245 PARK AVE	4.2 NAME	
STREET ADDRESS	NEW YORK NY	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DEV MATTONE, VINCENT J.	5.1 TITLE	
NAME	245 PARK AVE	5.2 NAME	
STREET ADDRESS	NEW YORK NY	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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PLEASE SEE ATTACHED LIST

PPK
4-30-96

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: _____ Date: April 19, 1996 (212) 272-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Sandra B. Mortham, Secretary of State

CR2E034 (12/95)

Bear, Stearns & Co. Inc.

NAME	OFFICERS/DIRECTORS	CORP. ADDRESS
Alan C. Greenberg	Chairman of the Board/Director	A
James E. Cayne	President/ Chief Executive Officer/Director	A
William J. Montgoris	Chief Operating Officer /Chief Financial Officer/ Chief Operations Officer	A
Mark E. Lehman	Executive Vice President/ General Counsel/ Chief Legal Officer/ Director	A
Alan D. Schwartz	Executive Vice President/ Director	A
Warren J. Spector	Executive Vice President/ Director	A
Michael L. Tarnopol	Executive Vice President/ Director	A
Kenneth L. Edlow	Secretary	A
Michael Minikes	Treasurer	A
Michael J. Abatemarco	Controller/Assistant Secretary	B
Samuel L. Molinaro, Jr.	Senior Vice President-Finance	A
Frederick B. Casey	Assistant Treasurer	A
Kenneth A. Rubin	Assistant Secretary	A
Marc H. Feuer	Assistant Treasurer	A
Robert J. Schwartz	Assistant Treasurer	A
Stephen C. Richards	Assistant Controller	B
Lawrence E. Rogers	Assistant Controller	B
Charles A. Nalbone	Chief Compliance Officer	A
John H. Slade	Director Emeritus	A
John L. Knight	Director	C

A:
 245 Park Avenue,
 New York, NY 10167

B:
 One Metrotech Center North
 Brooklyn, NY 11201-3859

C:
 One Canada Square
 London, England E14 5AD
 Phone: 011-44-71-516-6000