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Jun 12 1997 8:00am
Secretary of State

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| NONPROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # P18691 (6)
1. Corporation Name
NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.



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|---|--|
| Principal Place of Business 1735 K STREET N. W. WASHINGTON DC 20008 | Mailing Address 9513 KEY WEST AVE. ROCKVILLE MD 20850-3351 |
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|--------------------------------|-----------------|---------------------|------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 04/04/1988 | 3a. Date of Last Report 06/19/1996 |
| 21 Suite, Apt. #, etc. | 22 City & State | 23 Zip | 24 Country | 4. FEI Number 53-0088710 | Applied For Not Applicable |
| 25 | 26 | 27 | 28 | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 29 | 30 | 31 | 32 | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 33 | 34 | 35 | 36 | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

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

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | P <input checked="" type="checkbox"/> DELETE | 1.1 TITLE | President & CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | HARDIMAN, JOSEPH R. | 1.2 NAME | Frank G. Zarb |
| STREET ADDRESS | 1735 K STREET, NW | 1.3 STREET ADDRESS | 1735 K Street, NW |
| CITY-ST-ZIP | WASHINGTON DC 20008 | 1.4 CITY-ST-ZIP | Washington, DC 20006 |
| TITLE | VT <input type="checkbox"/> DELETE | 2.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | ALLEN, JAMES R | 2.2 NAME | John H. Biggs |
| STREET ADDRESS | 1735 K STREET, NW | 2.3 STREET ADDRESS | 730 Third Avenue |
| CITY-ST-ZIP | WASHINGTON DC 20006 | 2.4 CITY-ST-ZIP | New York, NY 10017 |
| TITLE | S <input type="checkbox"/> DELETE | 3.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | CONLEY, JOAN C | 3.2 NAME | Elaine L. Chao |
| STREET ADDRESS | 1735 K STREET, NW | 3.3 STREET ADDRESS | 701 N. Fairfax Street |
| CITY-ST-ZIP | WASHINGTON DC 20008 | 3.4 CITY-ST-ZIP | Alexandria, VA 22314 |
| TITLE | EV <input type="checkbox"/> DELETE | 4.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | KETCHUM, RICHARD G | 4.2 NAME | E. David Coolidge III |
| STREET ADDRESS | 1735 K STREET, NW | 4.3 STREET ADDRESS | 222 West Adams Street |
| CITY-ST-ZIP | WASHINGTON DC 20006 | 4.4 CITY-ST-ZIP | Chicago, IL 60606 |
| TITLE | EV <input checked="" type="checkbox"/> DELETE | 5.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | O'DONNELL, JAMES P | 5.2 NAME | James Dimon |
| STREET ADDRESS | 1735 K STREET, NW | 5.3 STREET ADDRESS | 388 Greenwich Street |
| CITY-ST-ZIP | WASHINGTON DC 20008 | 5.4 CITY-ST-ZIP | New York, NY 10013 |
| TITLE | AT <input type="checkbox"/> DELETE | 6.1 TITLE | |
| NAME | FISHKIN, STUART M | 6.2 NAME | |
| STREET ADDRESS | 1735 K STREET NW | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | WASHINGTON DC | 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E037 (9/96)

[Signature] Treasurer 4/21/97 301-590-6950

National Association of Securities Dealers, Inc.

1735 K Street, NW Washington, DC 20006

Officers

**Frank G. Zarb
Richard G. Ketchum**

**T. Grant Callery
James R. Allen
Dean Furbush
Douglas F. Parrillo
James F. Peck
William D. Bone
Frank J. Formica
Samuel Laughery
Catherine C. Tighe
Beth E. Weimer
Joan C. Conley
Stuart M. Fishkin**

**President & Chief Executive Officer
Executive Vice President & Chief Operating
Officer
Senior Vice President & General Counsel
Senior Vice President & Treasurer
Senior Vice President
Senior Vice President
Senior Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Secretary
Assistant Treasurer**

National Association of Securities Dealers, Inc.
1735 K Street, NW Washington, DC 20006
Board of Governors (Directors)

John H. Biggs
TIAA and CREF
730 Third Avenue
New York, NY 10017

Elaine L. Chao
United Way of America
701 N. Fairfax Street
Alexandria, VA 22314-2045

E. David Coolidge III
William Blair & Company, LLC
222 West Adams Street
Chicago, IL 60606

James Dimon
Smith Barney, Inc.
388 Greenwich Street
New York, NY 10013

Charles B. Johnson
Franklin Resources, Inc.
777 Mariners Island Boulevard
San Mateo, CA 94404

Donald J. Kirk
Columbia University Graduate School of
Business
One Harborside
680 Steamboat Road
Greenwich, CT 06830

Bert C. Roberts
MCI Communications Corporation
1801 Pennsylvania Avenue, NW
Washington, DC 20006

Daniel P. Tully
Merrill Lynch & Co., Inc.
250 Vesey Street
North Tower, World Financial Center
New York, NY 10281-1332

R. Brian Williamson
Gerrard & National Holdings PLC
Cannon Bridge
25 Dowgate Hill
London EC4R 2GN
United Kingdom

Frank G. Zarb
1735 K Street, NW
Washington, DC 20006