

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Mar 12 1997 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                           |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

|                                                      |
|------------------------------------------------------|
| DOCUMENT # <b>P23603</b> (4)                         |
| 1. Corporation Name<br><b>EAGLE STRATEGIES CORP.</b> |

|                                                                                   |                                                                                             |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>260 CHERRY HILL RD.<br/>PARSIPPANY NJ 07054</b> | Mailing Address<br><b>51 MADISON AVENUE<br/>ROOM 2210<br/>NEW YORK NY 10010-1803<br/>US</b> |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|



|                                                                                         |  |                                                                                                  |  |                                                                                                                                                             |                                              |
|-----------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business<br>21 <b>260 Cherry Hill Road</b><br>Suite, Apt. #, etc. |  | 2a. Mailing Address<br>26 <b>51 Madison Avenue</b><br>Suite, Apt. #, etc.<br>27 <b>Room 2210</b> |  | 3. Date Incorporated or Qualified<br><b>03/28/1989</b>                                                                                                      | 3a. Date of Last Report<br><b>04/20/1996</b> |
| 22 City & State<br>23 <b>Parsippany, NJ</b>                                             |  | 27 City & State<br>28 <b>New York, NY</b>                                                        |  | 4. FEI Number<br><b>13-3475906</b>                                                                                                                          | Applied For<br>Not Applicable                |
| 24 Zip<br><b>07054</b>                                                                  |  | 29 Country<br><b>USA</b>                                                                         |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                             |                                              |
| 25 Zip<br><b>10010</b>                                                                  |  | 30 Country<br><b>USA</b>                                                                         |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                       |                                              |
| 26                                                                                      |  | 27                                                                                               |  | 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<br><b>THE PRENTICE-HALL CORPORATION SYSTEM, INC.<br/>1201 HAYS STREET<br/>SUITE 105<br/>TALLAHASSEE FL 32301</b> |  |  |  | 10. Name and Address of New Registered Agent          |  |
| 81 Name                                                                                                                                                          |  |  |  | 82 Street Address (P.O. Box Number is Not Acceptable) |  |
| 83                                                                                                                                                               |  |  |  | 84 City                                               |  |
| 85 Zip Code                                                                                                                                                      |  |  |  | 86                                                    |  |

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<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | PD<br>TOPP, RICHARD A<br>51 MADISON AVENUE<br>NEW YORK NY <input checked="" type="checkbox"/> DELETE   | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | PD<br>Mathas, Theodore<br>51 Madison Avenue<br>New York, NY 10010 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>HUDACEK, DANIEL A<br>51 MADISON AVENUE<br>NEW YORK NY <input type="checkbox"/> DELETE             | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>O'BYRNE, JOHN H<br>51 MADISON AVENUE<br>NEW YORK NY <input type="checkbox"/> DELETE               | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | T<br>CALHOUN, JAY S<br>51 MADISON AVENUE<br>NEW YORK NY <input type="checkbox"/> DELETE                | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | AS<br>KEARNEY, SHELIA J<br>51 MADISON AVENUE<br>NEW YORK NY <input checked="" type="checkbox"/> DELETE | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | AS<br>Brenner, Nancy<br>51 Madison Avenue<br>New York, NY 10010 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>POLIS, ANTHONY W<br>51 MADISON AVENUE<br>NEW YORK NY <input type="checkbox"/> DELETE              | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input 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: JOHN H. O'BYRNE Date: 2/25/97 Daytime Phone #: 212 576-6556  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**Eagle Strategies Corp.** (formerly NYLIFE Advisers, Inc.; name changed 01/03/1994)

260 Cherry Hill Road, Parsippany, NJ 07054

Tele: (201) 331-2029 Fax: (201) 331-2314

**Incorporated State:** Arizona  
**Incorporated Date:** 07/07/1988  
**Business Division:** Subsidiary  
**Parent Entity:** NYLIFE Inc. (100%)  
**Federal ID #:** 13-3475906  
**Business Contact(s):** Jefferson C. Boyce, President, Parsippany office, ext. 842456  
**General Attorney:** Sheila K. Davidson, ext. 5353  
**Corporate Attorney:** Nancy Brenner, ext. 5737

| <i>Directors</i>   | <i>Title</i> |
|--------------------|--------------|
| Jefferson C. Boyce | Director     |
| Alice T. Kane      | Director     |

| <i>Officers</i>     | <i>Title</i>                                             |
|---------------------|----------------------------------------------------------|
| Theodore Mathas     | President and Chief Operating Officer-Investment Advisor |
| Deborah H. Blyn     | Vice President                                           |
| Jay S. Calhoun      | Vice President and Treasurer                             |
| Daniel A. Hudacek   | Vice President                                           |
| John H. O'Byrne     | Vice President and Chief Compliance Officer              |
| Anthony Polis       | Vice President and Chief Financial Officer               |
| Thomas J. Warga     | Vice President and General Auditor                       |
| Gregory H. Webster  | Vice President and Chief Operating Officer-Broker Dealer |
| Louis H. Adasse     | Corporate Vice President                                 |
| William Elliott     | Corporate Vice President                                 |
| Thomas J. Murray    | Compliance Officer                                       |
| A. Thomas Smith III | Secretary                                                |
| Nancy Brenner       | Assistant Secretary                                      |
| Mark A. Gomez       | Legal Officer                                            |

***Brief Description:***

A corporation and subsidiary of NYLIFE Inc., Eagle Strategies Corp. is currently registered with the SEC and 33 states as an investment adviser.