

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

FILED
Jun 06 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 # P 29416
 1. Corporation Name
VISTA FUND DISTRIBUTORS, INC.

Principal Place of Business Mailing Address
3435 STELZER ROAD CORP FINANCE TAX DEPT
COLUMBUS, OH 43219-8026 3435 STELZER RD
COLUMBUS OH 43219-8026

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date incorporated or Qualified 3a. Date of Last Report
05/18/90 06/03/96
 4. FEI Number Applied For
13-3565208 Not Applicable
 6. 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORP SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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
 TITLE NAME DELETE
 STREET ADDRESS
 CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY - ST - ZIP
SEE ATTACHED LIST
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY - ST - ZIP
 3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY - ST - ZIP
800002209638
-06/12/97--01002--009
 4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY - ST - ZIP
*****550.00**
 5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY - ST - ZIP
 6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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)(l), 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 P. Sullivan VP* 5-27-97 614 470-8306
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E094 (9/96)

VISTA FUND DISTRIBUTORS INC.

Corporate Officers & Directors

| Position | Name | Business Address |
|--------------------------|--------------------|--|
| Chairman/CEO | Lynn J. Mangum | 150 Clove Rd., Little Falls, NJ 07424 |
| President | J David Huber | 3435 Stelzer Rd. Columbus, Ohio 43219 |
| Vice president/Secretary | Kevin J. Dell | 150 Clove Rd., Little Falls, NJ 07424 |
| Executive VP/treasurer | Robert J. McMullan | 150 Clove Rd., Little Falls, NJ 07424 |
| Senior Vice President | Mark Rybarczyk | 11 Greenway Plaza, Houston, TX 77046 |
| Senior Vice President | Anthony Turner | 125 West 55th Street, 11th Floor, New York, NY 10019 |
| Senior Vice President | Lee Schultheis | 101 Park Ave, 16th Floor, New York, NY 10016 |
| Senior Vice President | Dennis Sheehan | 150 Clove Rd., Little Falls, NJ 07424 |
| Vice President | David Carson | 101 Park Ave, 16th Floor, New York, NY 10016 |
| Vice President | Dale W. Smith | 3435 Stelzer Rd. Columbus, Ohio 43219 |
| Vice President | Michael Burns | 3435 Stelzer Rd. Columbus, Ohio 43219 |
| Vice President | John Gilliam | 3435 Stelzer Rd. Columbus, Ohio 43219 |
| Assistant Secretary | Annamaria Porcaro | 150 Clove Rd., Little Falls, NJ 07424 |
| Assistant Secretary | Robert Tuch | 3435 Stelzer Rd. Columbus, Ohio 43219 |

05/28/97

10:48 AM

VISTAOFF.WK4