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**Mar 24 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 # P37086 (6)

1. Corporation Name
ARTHUR D. LITTLE, INC.



Principal Place of Business: **JANET BELAIR, LEGAL DEPT. 25 ACORN PARK CAMBRIDGE MA 02140**
Mailing Address: **JANET BELAIR, LEGAL DEPT. 25 ACORN PARK CAMBRIDGE MA 02140-2301**

3. Date Incorporated or Qualified 01/06/1992	3a. Date of Last Report 04/23/1996
4. FEI Number 04-1549700	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.03?, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH 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	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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAMANTIA, CHARLES R.	12 NAME	
STREET ADDRESS	25 ACORN PARK	13 STREET ADDRESS	
CITY-ST-ZIP	CAMBRIDGE MA	14 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALLO, SAMUEL J.	22 NAME	
STREET ADDRESS	25 ACORN PARK	23 STREET ADDRESS	
CITY-ST-ZIP	CAMBRIDGE MA	24 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCELLIGOTT, FREDERICK T.	32 NAME	
STREET ADDRESS	25 ACORN PARK	33 STREET ADDRESS	
CITY-ST-ZIP	CAMBRIDGE MA	34 CITY-ST-ZIP	
TITLE	CCEO <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GROSSMAN, JEROME H. M	42 NAME	
STREET ADDRESS	750 WASHINGTON STREET	43 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	44 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KASCH, KURT	52 NAME	
STREET ADDRESS	OTTO-SUHR-ALLEE 8/16	53 STREET ADDRESS	
CITY-ST-ZIP	D-10585 BERLIN GE	54 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KERR, MARGARET G.	62 NAME	
STREET ADDRESS	P. O. BOX 458 NA STATION A	63 STREET ADDRESS	
CITY-ST-ZIP	MISSISSAUGA ON	64 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 is stated 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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Samuel J. Gallo, Sr., VP, Secretary & General Counsel** Date: **3-4-97** Daytime Phone #: **6000822**

CR2E034 (9/96)

BOARD OF DIRECTORS - ARTHUR D. LITTLE, INC.

Directors

Address

William F. Connell

Chairman and Chief Executive Officer
Connell Limited Partnership
One International Place
31st Floor
Fort Hill Square
Boston, MA 02110

Jill K. Conway

65 Commonwealth Avenue
Boston, MA 02116

Paul E. Gray

Chairman of the Corporation
Massachusetts Institute of Technology
Building 5, Room 205
77 Massachusetts Avenue
Cambridge, MA 02139

Jerome H. Grossman, M.D.

Chairman and CEO
Health Quality, Inc.
500 Boylston Street
Suite 550
Boston, MA 02116

Ashok S. Kalelkar

Senior Vice President
Arthur D. Little, Inc.
25 Acorn Park
Cambridge, MA 02140

Kurt Kasch

Limastr. 29 E
14163 Berlin
Germany

Margaret G. Kerr

Senior Vice President
Environment, Ethics & Quality
Northern Telecom Limited
8200 Dixie Road, Suite 100
Brampton, Ontario
Canada L6T 5P6

Directors (Continued)

Charles R. LaMantia

President and Chief Executive Officer
Arthur D. Little, Inc.
25 Acorn Park
Cambridge, MA 02140

John F. Magee

Chairman of the Board
Arthur D. Little, Inc.
25 Acorn Park
Cambridge, MA 02140

Arno A. Penzias

Vice President & Chief Scientist
Bell Laboratories, Lucent Technologies
700 Mountain Ave., Room 3A314
Murray Hill, NJ 07974-0636

Stephen E. Rudolph

Vice President and Managing Director
Technology and Product Development
Arthur D. Little, Inc.
25 Acorn Park
Cambridge, MA 02140

David C. Shanks

Vice President
Arthur D. Little, Inc.
35 Acorn Park
Cambridge, MA 02140

Masamoto Yashiro

Executive Vice President
Citicorp/Citibank, N.A.
21F Citicorp Center
2-3-14 Higashi-Shinagawa
Shinagawa-ku, Tokyo 140, Japan

J. Michael Younger

Chairman
Arthur D. Little Limited
Berkeley Square House
Berkeley Square
London W1X 6EY
United Kingdom