


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

FILED

Apr 25 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>DOCUMENT # 810311 (1)</b> 1. Corporation Name <b>STONE &amp; WEBSTER MANAGEMENT CONSULTANTS, INC.</b>			
Principal Place of Business <b>1 PENN PLAZA P.O. BOX 1244 NEW YORK NY 10116</b>		Mailing Address <b>1 PENN PLAZA P.O. BOX 1244 NEW YORK NY 10116-1244</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
3. Date Incorporated or Qualified <b>04/19/1955</b>		3a. Date of Last Report <b>04/29/1996</b>	
4. FEI Number <b>13-5553135</b>		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
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 <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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	STREET ADDRESS	CITY-ST-ZIP
<b>CDP</b>	<b>HIEBER, RICHARD B</b>	<b>250 W 34TH ST</b>	<b>NEW YORK NY</b>
<input checked="" type="checkbox"/> DELETE			
<b>D</b>	<b>WHITE, JAMES N.</b>	<b>ONE PENN PLAZA</b>	<b>NEW YORK NY</b>
<input checked="" type="checkbox"/> DELETE			
<b>DV</b>	<b>DESPOSITO, VICTOR R JR.</b>	<b>ONE PENN PLAZA, 250 W 34TH ST</b>	<b>NEW YORK NY</b>
<input type="checkbox"/> DELETE			
<b>T</b>	<b>QUATTROCCHI, STEPHEN A.</b>	<b>245 SUMMER ST BOX 2325</b>	<b>BOSTON MA</b>
<input type="checkbox"/> DELETE			
<b>S</b>	<b>DURNING, PETER F.</b>	<b>1 PENN PLAZA</b>	<b>NEW YORK NY</b>
<input type="checkbox"/> DELETE			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
<b>PRESIDENT / CEO</b>	<b>ROBERT T. McWHIRNEY, JR.</b>	<b>245 SUMMER STREET</b>	<b>BOSTON, MA</b>
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
<b>DV</b>	<b>REYNOLDS M. DELGADO</b>	<b>245 SUMMER STREET</b>	<b>BOSTON, MA</b>
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
<b>DV</b>	<b>RICHARD S. JOHNSON</b>	<b>245 SUMMER STREET</b>	<b>BOSTON, MA</b>
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
6.1 TITLE	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)(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: <i>Peter F. Durning</i> <i>Robert T. McWhirney, Jr.</i> <i>Reynolds M. Delgado</i> <i>Richard S. Johnson</i> <b>4/14/97</b> <b>212-290-7515</b>			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			

CR2E034 (9/96)