

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

FILED  
May 14 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> <b>Secretary of State</b> <b>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</b> <b>P. O. Box 1244</b> <b>New York, NY 10116</b>		Mailing Address <b>1 Penn Plaza</b> <b>P. O. Box 1244</b> <b>New York, NY 10116-1244</b>																																																																																																					
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 245 Summer Street Suite, Apt. #, etc. 27 Tax Department City & State 28 Boston, MA Zip Country 29 02210 30																																																																																																					
3. Date Incorporated or Qualified <b>04/19/1955</b>		3a. Date of Last Report <b>04/19/1955</b>																																																																																																					
4. FEI Number <b>13-5553135</b>		Applied For <input type="checkbox"/> Not Applicable																																																																																																					
5. Certificate of Status Desired <b>\$8.75 Additional Fee Required</b>		6. Election Campaign Financing <b>\$5.00 May Be Added to Fees</b>																																																																																																					
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes <input checked="" type="checkbox"/> No																																																																																																							
9. Name and Address of Current Registered Agent <b>C T Corporation System</b> <b>1200 South Pine Island Road</b> <b>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 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 _____ Signature, typed or printed name of registered agent and title if applicable.																																																																																																							
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th colspan="2">12. OFFICERS AND DIRECTORS</th> <th colspan="2">13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</th> </tr> <tr> <td style="width:15%;">TITLE</td> <td style="width:45%;">President <span style="float:right">DELETE</span></td> <td style="width:15%;">1.1 TITLE</td> <td style="width:25%;">Vice President <span style="float:right">Change <input checked="" type="checkbox"/> Addition</span></td> </tr> <tr> <td>NAME</td> <td>Robert T. McWhinney, Jr.</td> <td>1.2 NAME</td> <td>Richard F. Morrow</td> </tr> <tr> <td>STREET ADDRESS</td> <td>245 Summer Street</td> <td>1.3 STREET ADDRESS</td> <td>245 Summer Street</td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Boston, MA 02210</td> <td>1.4 CITY - ST - ZIP</td> <td>Boston, MA 02210</td> </tr> <tr> <td>TITLE</td> <td>Vice President <span style="float:right">DELETE</span></td> <td>2.1 TITLE</td> <td><span style="float:right">Change Addition</span></td> </tr> <tr> <td>NAME</td> <td>Reynolds M. Delgado</td> <td>2.2 NAME</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>1430 Enclave Parkway</td> <td>2.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Houston, TX 77077</td> <td>2.4 CITY - ST - ZIP</td> <td></td> </tr> <tr> <td>TITLE</td> <td>Assistant Secretary <span style="float:right">DELETE</span></td> <td>3.1 TITLE</td> <td><span style="float:right">Change Addition</span></td> </tr> <tr> <td>NAME</td> <td>Stephen A. Quattrocchi</td> <td>3.2 NAME</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>245 Summer Street</td> <td>3.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Boston, MA 0210</td> <td>3.4 CITY - ST - ZIP</td> <td></td> </tr> <tr> <td>TITLE</td> <td>Assistant Treasurer <span style="float:right">DELETE</span></td> <td>4.1 TITLE</td> <td><span style="float:right">Change Addition</span></td> </tr> <tr> <td>NAME</td> <td>Harris E. Loring</td> <td>4.2 NAME</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>245 Summer Street</td> <td>4.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Boston, MA 02210</td> <td>4.4 CITY - ST - ZIP</td> <td></td> </tr> <tr> <td>TITLE</td> <td>Secretary <span style="float:right">DELETE</span></td> <td>5.1 TITLE</td> <td><span style="float:right">Change Addition</span></td> </tr> <tr> <td>NAME</td> <td>Peter F. Durning</td> <td>5.2 NAME</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>245 Summer Street</td> <td>5.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Boston, MA 02210</td> <td>5.4 CITY - ST - ZIP</td> <td></td> </tr> <tr> <td>TITLE</td> <td>Treasurer <span style="float:right">DELETE</span></td> <td>6.1 TITLE</td> <td><span style="float:right">Change Addition</span></td> </tr> <tr> <td>NAME</td> <td>Gerard A. Halpin III</td> <td>6.2 NAME</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>245 Summer Street</td> <td>6.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>Boston, MA 02210</td> <td>6.4 CITY - ST - ZIP</td> <td></td> </tr> </table>				12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		TITLE	President <span style="float:right">DELETE</span>	1.1 TITLE	Vice President <span style="float:right">Change <input checked="" type="checkbox"/> Addition</span>	NAME	Robert T. McWhinney, Jr.	1.2 NAME	Richard F. Morrow	STREET ADDRESS	245 Summer Street	1.3 STREET ADDRESS	245 Summer Street	CITY - ST - ZIP	Boston, MA 02210	1.4 CITY - ST - ZIP	Boston, MA 02210	TITLE	Vice President <span style="float:right">DELETE</span>	2.1 TITLE	<span style="float:right">Change Addition</span>	NAME	Reynolds M. Delgado	2.2 NAME		STREET ADDRESS	1430 Enclave Parkway	2.3 STREET ADDRESS		CITY - ST - ZIP	Houston, TX 77077	2.4 CITY - ST - ZIP		TITLE	Assistant Secretary <span style="float:right">DELETE</span>	3.1 TITLE	<span style="float:right">Change Addition</span>	NAME	Stephen A. Quattrocchi	3.2 NAME		STREET ADDRESS	245 Summer Street	3.3 STREET ADDRESS		CITY - ST - ZIP	Boston, MA 0210	3.4 CITY - ST - ZIP		TITLE	Assistant Treasurer <span style="float:right">DELETE</span>	4.1 TITLE	<span style="float:right">Change Addition</span>	NAME	Harris E. Loring	4.2 NAME		STREET ADDRESS	245 Summer Street	4.3 STREET ADDRESS		CITY - ST - ZIP	Boston, MA 02210	4.4 CITY - ST - ZIP		TITLE	Secretary <span style="float:right">DELETE</span>	5.1 TITLE	<span style="float:right">Change Addition</span>	NAME	Peter F. Durning	5.2 NAME		STREET ADDRESS	245 Summer Street	5.3 STREET ADDRESS		CITY - ST - ZIP	Boston, MA 02210	5.4 CITY - ST - ZIP		TITLE	Treasurer <span style="float:right">DELETE</span>	6.1 TITLE	<span style="float:right">Change Addition</span>	NAME	Gerard A. Halpin III	6.2 NAME		STREET ADDRESS	245 Summer Street	6.3 STREET ADDRESS		CITY - ST - ZIP	Boston, MA 02210	6.4 CITY - ST - ZIP	
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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: <u>H. E. Loring</u> 04/21/98 (617) 589-7414 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #																																																																																																							

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