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May 16 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 # 819132 (2)
1. Corporation Name
SMITH BARNEY INC.



Principal Place of Business
388 GREENWICH STREET
NEW YORK NY 10013
US

Mailing Address
250 WEST STREET
TAX DEPT 9TH FLR
NEW YORK NY 10013-2300
US

3. Date Incorporated or Qualified 11/02/1965 3a. Date of Last Report 05/01/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number 13-1912900 Applied For Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

6. Certificate of Status Desired ☐ \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees

23 Zip

Country

28 Zip

Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

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29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstalling) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE VCD
NAME DRUSKIN, ROBERT
STREET ADDRESS 388 GREENWICH ST.
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP
☐ Change ☐ Addition

TITLE EVP
NAME SAKS, A. GEORGE
STREET ADDRESS 388 GREENWICH ST.
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP
☐ Change ☐ Addition

TITLE CPD
NAME DIMON, JAMES
STREET ADDRESS 388 GREENWICH ST.
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP
☐ Change ☐ Addition

TITLE VCD
NAME GLUCKSMAN, LEWIS L.
STREET ADDRESS 388 GREENWICH ST
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

4.1 TITLE
4.2 NAME Lessin, Robert
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP
☒ Change ☐ Addition

TITLE VC
NAME MC ATEE, JOHN J., JR.
STREET ADDRESS 388 GREENWICH ST
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

5.1 TITLE VCD
5.2 NAME Panitch, Michael A
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP
☒ Change ☒ Addition
46 5/16/97

TITLE PVP
NAME KOHN, GEORGE
STREET ADDRESS 250 WEST STREET
CITY- ST- ZIP NEW YORK NY 10013
☐ DELETE

6.1 TITLE FVP
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP
100002195001
-05/29/97--01078--032
***165.00

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: *George Kohn* SIGNATURE: *George Kohn* Vice Pres 4/24/97

CR2E034 (9/96)