

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

FILED

Jan 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
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DOCUMENT # 829244 (3)

1. Corporal on Name
TETLEY USA INC.



Principal Place of Business 100 COMMERCE DRIVE SHELTON CT 06484	Mailing Address 100 COMMERCE DRIVE SHELTON CT 06484-6220
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3. Date Incorporated or Qualified 12/28/1972	3a. Date of Last Report 05/15/1996
4. FEI Number 13-2732225	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. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent UNITED STATES CORPORATION COMPANY 1201 HAYES ST. STE. 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
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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 PED	<input checked="" type="checkbox"/> DELETE	1.1 TITLE P, D & CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MCINERNEY, HENRY F.		1.2 NAME Robert J. Carbonell	
STREET ADDRESS 236 MAIN ST.		1.3 STREET ADDRESS 100 Commerce Drive, P. O. Box 856	
CITY-ST-ZIP RIDGEFIELD CT		1.4 CITY-ST-ZIP Shelton, CT 06484-0856	
TITLE D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE EX. V.P. & COO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ALEXANDER, STEPHEN		2.2 NAME Charles V. McCarthy	
STREET ADDRESS 24 PORTLAND PL.		2.3 STREET ADDRESS 100 Commerce Drive, P.O. Box 856	
CITY-ST-ZIP LONDON, W1N 4BB		2.4 CITY-ST-ZIP Shelton, CT 06484-0856	
TITLE VSD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME LINCOLN, EDWARD W.		3.2 NAME	
STREET ADDRESS 21 AYRSHIRE LANE		3.3 STREET ADDRESS	
CITY-ST-ZIP AVON CT		3.4 CITY-ST-ZIP	
TITLE V	<input checked="" type="checkbox"/> DELETE	4.1 TITLE V.P. & CFO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BALBONI, JOHN J.		4.2 NAME John M. Petrizzo	
STREET ADDRESS 9 FINCHLANE		4.3 STREET ADDRESS 100 Commerce Drive, P. O. Box 856	
CITY-ST-ZIP BEDFORD NY		4.4 CITY-ST-ZIP Shelton, CT 06484-0856	
TITLE V	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DAVIES, ALAN G.		5.2 NAME	
STREET ADDRESS 1128 LOCUST ST.		5.3 STREET ADDRESS	
CITY-ST-ZIP MONTOURVILLE PA		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:  1/10/97 203-929-9200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)