

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

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Mar 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 836154 (5)
 1. Corporation Name
TOWERS, PERRIN, FORSTER & CROSBY, INC.

Principal Place of Business CENTRE SQUARE 1500 MARKET ST. PHILADELPHIA PA 19102	Mailing Address CENTRE SQUARE 1500 MARKET ST. PHILADELPHIA PA 19102
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 04/09/1976	
4. FEI Number 23-1159360	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. 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

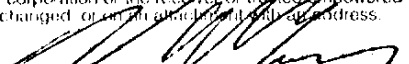
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CAO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIESINGER, RONALD	1.2 NAME	
STREET ADDRESS	15970 SOUTH PARK BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	SHAKET HEIGHTS OH	1.4 CITY-ST-ZIP	
TITLE	AST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, PATRICIA M.	2.2 NAME	
STREET ADDRESS	14203 DELAIRE LANDING ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARK, PAUL	3.2 NAME	
STREET ADDRESS	1809 FORST WASHINGTON AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MAPLE GLEN PA	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNEEN, JOHN	4.2 NAME	
STREET ADDRESS	37 GARDEN AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	BRONXVILLE NY	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YOUNG, KEVIN	5.2 NAME	
STREET ADDRESS	30 COBBLE LN	5.3 STREET ADDRESS	
CITY-ST-ZIP	BASKING RIDGE NJ	5.4 CITY-ST-ZIP	
TITLE	PCEO	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYNCH, JOHN	6.2 NAME	
STREET ADDRESS	503 MIDDLESEX RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	DARIEN CT	6.4 CITY-ST-ZIP	

SEE ATTACHMENT FOR COMPLETE LIST

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 registrant or true owner 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, only, as address.

SIGNATURE:  **Kevin C. Young, Secretary 3/10/98 (215)246-6000**

CR2E034 (10/97)

ATTACHMENT
TOWERS, PERRIN, FORSTER & CROSBY, INC.
DIRECTORS AND OFFICERS **

<u>Name</u>	<u>Title</u>
<u>Address</u>	
Abernethy, Kathryn Kelly	Director 750 Gap Run Road, Paris, VA 22130
Baker, Patricia Marie	Asst. Secretary 14203 Delaire Landing Road, Philadelphia, PA 19114
Batty, Richard Harry Houghton	Director 45 Route De Vireloup, Collex, 1239, Switzerland
Burns, Jack Edward	Asst. Treasurer 1363 Nathan Hale Drive, Phoenixville, PA 19460
Clark, Paul James	Treasurer 1609 Fort Washington Avenue, Maple Glen, PA 19002
Croasdale, Olney Rowland	Director 1966 Welsh Valley Road, Malvern, PA 19355
Dietz, Garrett Lee	Director 35 North Stanwich Road, Greenwich, CT 06831
Dugan, Alan Hunter	Director 111 Clifffield Road, Bedford, NY 10506
Giesinger, Ronald Peter	Chief Administrator Officer/Director 15970 South Park Blvd, Shaker Heights, OH 44120
Gonnelli, Patrick Michael	Chief Financial Officer 40 Herbst Road, Old Tappan, NJ 07675
Greene, Marvin Hill	Director 75 Wild Duck Road, Wilton, CT 06897
Hörner, Michael Hans	Director Konigsberger Strasse 13, 6393 Wehrheim 1, Germany
Hursh, Peter Wilkins	Director 1458 Bienvenida Avenue, Pacific Palisades, CA 90272

** As of 01/98

TOWERS, PERRIN, FORSTER & CROSBY, INC.
DIRECTORS AND OFFICERS **

<u>Name</u>	<u>Title</u>	<u>Address</u>
Kneen, John Guthrie	Director	531 West Lyon Farm Drive, Greenwich, CT 06831
Lemelin, Pierre N.A.	Director	94 Rue Beloeil, Outremont, PQ H2V 2Z2
Loewald, Francis Arnold	Director	106 Boway Road, South Salem, NY 10590
Lynch, John Terence	President/CEO/Chairman of the Board	503 Middlesex Road, Darien, CT 06820
Morgan, Judith Jarman	Director	6125 Riverside Drive, NW, Atlanta, GA 30328
Solomon, David John	Director	79 Cutler Road, Clontarf, 2093, Australia
Sternhell, Richard Michael	Director	13803 Wellington Manor, St. Louis, MO 63017
Stichweh, Carl Roland	Director	10 Division Street, Easton, CT 06612
Tierney, John Paul	Director	4 Wolfpen Lane, Southborough, MA 01772
Van De Graaf, Jacobus John	Director	31 Canaan Close, New Canaan, CT 06840
Young, Kevin Charles	Secretary	30 Cobble Lane, Basking Ridge, NJ 07920

** As of 01/98