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FILED
May 02 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 # 838643

(5)

1. Corporation Name
COPELAND EQUITIES, INC.



Principal Place of Business
ATTN: LICENSING
TWO TOWER CENTER
EAST BRUNSWICK NJ 08816

Mailing Address
ATTN: LICENSING
TWO TOWER CENTER
EAST BRUNSWICK NJ 08816-1100

3. Date Incorporated or Qualified 06/22/1977	3a. Date of Last Report 01/30/1996
4. FEI Number 13-2868291	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 type="checkbox"/> Yes <input type="checkbox"/> No	

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
25	30

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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 FL
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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	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SKINNER, MARK M.	1.2 NAME	
STREET ADDRESS	26 HILLTOP TERRACE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM NJ	1.4 CITY-ST-ZIP	
TITLE	DC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUGHI, ROBERT C.	2.2 NAME	
STREET ADDRESS	525 VALLEY RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	WATCHUNG NJ	2.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VLAISAVLJEVICH, GEORGE	3.2 NAME	Please see attached
STREET ADDRESS	9 FOX HEDGE ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	COLTS NECK NJ	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	DUGHI, ROBERT C	4.2 NAME	
STREET ADDRESS	525 VALLEY RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	WATCHUNG NJ	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SKINNER, MARK M	5.2 NAME	
STREET ADDRESS	26 HILLTOP TERRACE	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM NJ 07928	5.4 CITY-ST-ZIP	
TITLE	SV <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CASEY, DENNIS M.	6.2 NAME	
STREET ADDRESS	2 RUSH COURT	6.3 STREET ADDRESS	
CITY-ST-ZIP	PLAINSBORO NJ	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: REQUIRED
4/23/97 908-244-2555
Date Daytime Phone #

CR2E034 (9/96)

COPELAND EQUITIES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Directors

Robert C. Dughi
525 Valley Road
Watchung, NJ 07060

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

Michael R. Zarelli
1 Davis Court
Martinsville, NJ 08836

COPELAND EQUITIES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Officers

Steven M. Bresler
1 McIntyre Court
Golden, CO 80401

Senior Vice President

Dennis M. Casey
2 Rush Court
Plainsboro, NJ 08536

Senior Vice President,
Administrative Operations

Paul S. Chong
86 Alexandria Way
Basking Ridge, NJ 07920

Vice President, Corporate Markets

Robert C. Dughi
525 Valley Road
Watchung, NJ 07060

Chairman of the Board

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Senior Vice President, General
Counsel, and Secretary

Mark E. Freemyer
62 Cooper Avenue
Dumont, NJ 07628

Vice President

Gary E. Ganakas
924 Pebblebrook Lane
East Lansing, MI 48823

Senior Vice President

Harvey J. Gannon
27 Allen Street
Basking Ridge, NJ 07920

Vice President, Client
Communications and Services

William M. Gardner
166 Druid Drive
McMurray, PA 15317

Senior Vice President

Sage D. Grumbach
26 Apple Tree Road
Flemington, NJ 08822

Vice President, Field Training
and Development

COPELAND EQUITIES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Peter J. Gulia
504 South 22nd Street
Philadelphia, PA 19146

Vice President and Counsel,
Assistant Secretary

Charles Katz
306 Washington Avenue
Spring Lake, NJ 07762

Vice President, Professional
Education and Development

Robert C. Kniceley
63 Pearl Street East
Middletown, NJ 07748

Senior Vice President, Government
Markets

Mary F. Nolan
3 Shetland Green
Belle Mead, NJ 08502

Vice President, Marketing

Marcellous J. Reed
19050 Shadow Ridge Lane
Yorba Linda, CA 92686

Senior Vice President

Lori M. Renzulli
1040 Schmidt Lane
North Brunswick, NJ 08902

Assistant Secretary

George A. Ryan
One Tower Square
Hartford, CT 06183

Assistant Secretary

William P. Schwarzkopf
8815 Aintree Lane
Burr Ridge, IL 60521

Senior Vice President

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

President

Michael L. St. Clair
536 Birch Avenue
Westfield, NJ 07090

Senior Vice President

COPELAND EQUITIES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Donna S. Webber
19 Colburn Road
East Brunswick, NJ 08816

Assistant Secretary

Michael R. Zarelli
1 Davis Court
Martinsville, NJ 08836

Senior Vice President, Chief
Financial Officer, and Treasurer