

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

FILED
Jan 28 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 # 838666 (6)
1. Corporation Name
COPELAND ASSOCIATES, 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Two Tower Center Suite, Apt. #, etc. 22 21st Floor, Tax Dept. City & State 23 East Brunswick, NJ 08816 Zip 24		2a. Mailing Address 26 Two Tower Center Suite, Apt. #, etc. 27 21st Floor, Tax Dept. City & State 28 East Brunswick, NJ Zip 29 08816 Country 30 USA		3. Date Incorporated or Qualified 06/28/1977	4. FEI Number 13-2862391	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No						

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D DUGHI, ROBERT C 525 VALLEY RD WATCHUNG NJ	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Please see attached list.
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	SV CODY, WINTHROP B. JR. 275 GROVE AVENUE METUCHEN, NJ 0	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	C DUGHI, ROBERT C. 525 VALLEY RD WATCHUNG NJ	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	SV CASEY, DENNIS M. 2 RUSH COURT PLAINSBORO NJ	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D FEINBERG, PAUL S. 20 OVERBROOK ROAD RANDOLPH NJ	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D SKINNER, MARK M. 26 HILLTOP TERRACE CHATHAM NJ	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 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 provided 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.

MICHAEL R. ZARELLI
SR. VICE PRESIDENT-FINANCE

CR2E034 (10/97)

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

Officers

K. Shane Arnold 414 Bell Avenue Raritan, NJ 08869	Vice President, Information Systems
Steven M. Bresler 1 McIntyre Court Golden, CO 80401	Senior Vice President
John F. Carey 15 Hebron Road Bolton, CT 06043	Vice President, Financial Planning for Retirement
Jacqueline Carmon 3 Zirkel Avenue Piscataway, NJ 08854	Vice President, Administrative Systems
Dennis M. Casey 2 Rush Court Plainsboro, NJ 08536	Senior Vice President, Administrative Operations
Paul S. Chong 86 Alexandria Way Basking Ridge, NJ 07920	Senior Vice President, Corporate Markets Marketing and Sales
Winthrop B. Cody, Jr. 275 Grove Avenue Metuchen, NJ 08840	Senior Vice President, Information Systems
Paul Collier 12 Sun Watch Court Ramsey, NJ 07446	Senior Vice President, Human Resources
Guy DeFazio 11 Katie Way Hamilton Square, NJ 08690	Vice President, 401(k) Recordkeeping
Robert C. Dughi 525 Valley Road Watchung, NJ 07060	Chairman of the Board
Paul H. Eddy 24 Wellington Heights Road Avon, CT 06001	Assistant Secretary

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

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Senior Vice President, General
Counsel, and Secretary

Ellen Fong
35 Woodland Road
Maplewood, NJ 07040

Vice President, Corporate
Development

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

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

Vice President and Counsel and
Assistant Secretary

Charles Katz
306 Washington Avenue
Spring Lake, NJ 07762

Vice President, Education Markets

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

Senior Vice President, Government
Markets

Robert D. Liotta
1376 Masoma Road
North Brunswick, NJ 08902

Vice President, Administrative
Operations

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

Andrew C. Lovasz
3 Joann Court
Sayreville, NJ 08872

Vice President, Audit

Hal D. Mayden
27 Wycklow Drive
Robbinsville, NJ 08691

Vice President, Government Markets

C. Kurt Miller
11 Oakwood Lane
Rumson, NJ 07760

Vice President, Healthcare Markets

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

Vice President, Marketing

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

Assistant Secretary

Sherrill E. Rowland
70 Hunters Lane
Devon, PA 19333

Senior Vice President, 401(k)
Recordkeeping

George A. Ryan
One Tower Square
Hartford, CT 06183

Assistant Secretary

William P. Schwarzkopf
30 West Birchwood Avenue
Hinsdale, 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

Joseph F. Vazzano
118-C Bluebird Drive
Somerville, NJ 08876

Vice President, Finance

COPELAND ASSOCIATES, 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