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FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 843498 (7)

1. Corporation Name
WISS, JANNEY, ELSTNER ASSOCIATES, INC.



Principal Place of Business Mailing Address
330 PFINGSTEN RD. 330 PFINGSTEN RD.
NORTHBROOK IL 60062 NORTHBROOK IL 60062-2003

3. Date Incorporated or Qualified 3a. Date of Last Report
06/18/1979 05/01/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		36-2757956		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28					
Zip	Country	Zip	Country				
24	25	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
85	Zip Code

FL

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 _____
(Type, print, 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	D	<input type="checkbox"/> DELETE
NAME	JANNEY, JACK R.	
STREET ADDRESS	4600 S. HOLLY	
CITY - ST - ZIP	CHERRY HILLS VIL CO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KLEIN, GARY J.	
STREET ADDRESS	4114 HOWARD AVENUE	
CITY - ST - ZIP	WESTERN SPRGS IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CONNOLLY, JAMES D.	
STREET ADDRESS	1404 INDIGO DRIVE	
CITY - ST - ZIP	MT. PROSPECT IL	
TITLE	VPST	<input type="checkbox"/> DELETE
NAME	METZ, FRED L.	
STREET ADDRESS	760 INTERLAKEN	
CITY - ST - ZIP	LAKE ZURICH IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KOOB, MICHAEL J.	
STREET ADDRESS	1180 BRECKENRIDGE AVE	
CITY - ST - ZIP	LAKE FOREST IL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	PFEIFER, DONALD W.	
STREET ADDRESS	1266 WOODLAND	
CITY - ST - ZIP	DEERFIELD IL	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	VP/T/D
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Fred L. Metz/Treasurer 4/21/97 (847)272-7400
Date Daytime Phone

CR2E034 (9/96)

ITEM 12

D

**Kimball J. Beasley
One Sutton Lane
Princeton Junction, NJ 08550**

D

**Andrew E. N. Osborn
89 Parker Road South
Plainsboro, NJ 08536**

D

**John M. Hanson
301 Crabtree Crossing
Cary, NC 27613-3458**

D

**Robert D. Paul
500 East 77th Street Apt 2824
New York, NY 10162**

P/D

**Jerry G. Stockbridge
600 Fairway Drive
Glenview, IL 60025**

D

**Daniel R. Toll
135 South LaSalle St., Suite 1117
Chicago, IL 60603**

D

**William E. White
223 Avon
Northfield, IL 60093**

VP

**Ian R. Chin
1957 N. Larrabee
Chicago, IL 60614**

S

**F. Dirk Heidbrink
1123 Donegal Lane
Northbrook, IL 6002**

ADDITION