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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 850165 (2)
1. Corporation Name
G.R. PHELPS & CO., INC.



Principal Place of Business 140 GARDEN STREET, MS 243 HARTFORD CT 06154	Mailing Address 140 GARDEN STREET, MS 243 HARTFORD CT 06154-0001
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3. Date Incorporated or Qualified 08/27/1981	3a. Date of Last Report 02/09/1996
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2. Principal Place of Business 21 1414 Main Street Suite, Apt. #, etc.	2a. Mailing Address 26 1414 Main Street Suite, Apt. #, etc.	4. FEI Number 06-0966528	Applied For <input type="checkbox"/> Not Applicable
22 City & State 23 Springfield, MA	27 City & State 28 Springfield, MA	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip 01144	25 Country Hampden	29 Zip 01144	30 Country Hampden
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 checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324		10. Name and Address of New Registered Agent	
B1 Name			
B2 Street Address (P.O. Box Number is Not Acceptable)			
B3	700002085547--7 -02/12/97--01086--023 ****165.00 ****165.00 FL 85 Zip Code		
B4 City			

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 NAME STREET ADDRESS CITY-ST-ZIP	DP DRANGINIS, FRANK COUNTRY CLUB ROAD WEST SIMSBURY CT <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P John O'Connor 3 Oakwood Drive South Windsor, CT 06074 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MARCUCCILLI, J. BRINKE 43 LORD DAVIS DR. AVON CT <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD SAMS, DAVID E. J 40 PRATTLING POND RD. FARMINGTON CT <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	D Kenneth M. Rickson 3 Westwood Drive Wilbraham, MA 01095 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP ANTOS, PETER 36 BURNT HILL DR. FARMINGTON CT <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S LOMELI, ANN 68 OUTLOOK AVE. WEST HARTFORD CT <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T BRUNO, EMELIA M. 11 PLYMOUTH RD. WEST HARTFORD CT <input type="checkbox"/> DELETE	6.1 TITLE 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.

CR2E034 (9/96)

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2/12/97