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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
DOCUMENT # F93000004129 (3) 1. Corporation Name DAVID L. BABSON AND COMPANY, INC.		

Principal Place of Business ONE MEMORIAL DRIVE, SUITE 1100 CAMBRIDGE MA 02142-300 US	Mailing Address ONE MEMORIAL DRIVE, SUITE 1100 CAMBRIDGE MA 02142-300 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 09/10/1993		4. FEI Number 04-1054788 Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		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		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent WILKES, RICHARD B C/O TRENAM, SIMMONS, ET AL. 101 E. KENNEDY BLVD., 2700 BARNETT PLAZA TAMPA FL 33602				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			

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	VD MARTIN, EDWARD L 25 CABOT STREET WINCHESTER MA	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	PD THOMPSON, PETER C 217 GROVE STREET WESTWOOD MA 02090	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VD KIRK, DAVID G 520 DUTTON ROAD SUDBURY MA	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	VD SCHLIEMANN, PETER C SILVER HILL ROAD LINCOLN MA 01773	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		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		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 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 REQUIRED

1/7/98 617-225-3800

CR2E034 (10/97)

DAVID L. BABSON AND CO. INC.
DIRECTORS AND OFFICERS

Additional Directors

James W. MacAllen, Executive
Vice President, CIO & Director
128 Jacobs Lane
Norwell, MA 02061

Hani K. Findakly, Director
2 Riverview Terrace
New York, NY 10022

Ronald E. Gwozdz, Executive
Vice President & Director
334 Boston Post Road
Weston, MA 02193

Roland W. Whitridge, Sr. Vice
President & Director
52 Arrowhead Road
Weston, MA 02193

Jonathan B. Treat, Sr. Vice
President & Director
70 Evergreen Way
Belmont, MA 02178

Additional Officers

Barry Borak, Vice President
64 Devonshire Road
Waban, MA 02168

Edward E. Bickford, Vice President
7 Dexter Street
Dedham, MA 02026-5601

George W. Browning, Vice President
2 Cabot Street
Winchester, MA 01890

Coleen H. Callahan, Vice President
26 Westwood Park Circle
Attleboro, MA 02703

Mathews M. Cherian, Vice President
988 Memorial Drive, Apt. 287
Cambridge, MA 02138

Michael Caplan, Vice President
225 Ward Street
Hingham, MA 02043-4868

Bernadette M. Clegg, Assistant Treasurer
3 Riley Street
Plainville, MA 02762

Cynthia D. Coddington, Vice President
121 Grove Street
Wellesley, MA 02181

Suzanne C. Coleman, Vice President
25 Longview Dr.
Marblehead, MA 01945

Jeanne M. Costigan, Senior Vice President
23 Strawberry Lane
No. Reading, MA 01864

John F. Crowley, Vice President
31 Wildwood Street
Winchester, MA 01890

DeAnne B. Dupont, Treasurer &
Vice President
32 Oldham Road
Arlington, MA 02174

Mary Jo English, Vice President
8 Wedge Pond Road
Winchester, MA 01890

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291 Park Street
N. Reading, MA 01864

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217 Thorndike Street, Apt. 210
Cambridge, MA 02141

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371 Harvard Street, #2A
Cambridge, MA 02138

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29 North Hill Drive
Lynnfield, MA 01940

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570 School Street
Belmont, MA 02178-3630

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16 Winter Street #28C
Waltham, MA 02154

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17 Joy Street, #2
Boston, MA 02114

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194 Salem Street #4
Boston, MA 02113-1187

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9 Carey Road
Chestnut Hill, MA 02167

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Sudbury, MA 01770

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94 Beacon Street, Apt 3
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63 Commonwealth Avenue, Apt. #1
Watertown, MA 02172

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388 Marlborough Street #8
Boston, MA 02115

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4 Bowden Street
Marblehead, MA 01945

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21 Bowdoin St. #2B
Boston, MA 02114

Anthony M. Maramarco, Vice President
10 Wonston Sreet
Gloucester, MA 01930

Brent E. Miley, Vice President
29 Robbins Road
Watertown, MA 02172

Christopher M. Nadai, Vice President
56 Grove Street
Essex, MA 02140

David L. Nagle, Vice President
12 Ashley Road
Southborough, MA 01772

N. Carter Newbold, Vice President
16 Buena Vista Park #1
Cambridge, MA 02140

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210 Farm Road
Sherborn, MA 01770

Janell Phillips, Vice President
5 Strong Place
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285 Hollis Street
Dunstable, MA 01827

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22 Everette Avenue
Watertown, MA 02172

Theresa A. Sarlan, Vice President
61 Woodbridge Road
Chicopee, MA 02142

Dennis J. Scannell, Jr., Vice President
122 Hancock Street
Cambridge, MA 01966

Mitali Shrivastava, Vice President
232 Beacon Street, #4
Boston, MA 02116

William G. Speciale, Vice President
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Bedford, MA 01730

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84 Nanepashemet Street
Marblehead, MA 01945

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Simsbury, CT 06092

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Senior Vice President, Chief Operating Officer & Clerk
14 Ingraham Road
Wellesley, MA 02181

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272 Old Post Road
Worthington, MA 01098-9774

Joel M. Vernick, Vice President
20 Greybirch Park
Belmont, MA 02178

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RRI Box 244A-36 Fox Farm Hill Road
N. Berwick, ME 03906

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32 Shingle Mill Lane
Hanover, MA 02339