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FILED
Feb 24 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 # F9400000025 (6)

1. Corporation Name
PITNEY BOWES MANAGEMENT SERVICES, INC.



Principal Place of Business
ONE ELMCROFT ROAD STAMFORD CT 06926-0700

Mailing Address
ONE ELMCROFT ROAD STAMFORD CT 06926-0700

3. Date Incorporated or Qualified **01/03/1994** 3a. Date of Last Report **03/25/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-3587073		Applied For Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip Country		28 Zip Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24 Zip Country		29 Zip Country		30 Zip Country			

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

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

Signature, Title or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD RUPERT, DAVID J.	1.2 NAME	
STREET ADDRESS	ONE ELMCROFT ROAD	1.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT	1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SD RIGGS, DOUGLAS A	2.2 NAME	
STREET ADDRESS	ONE ELMCROFT ROAD	2.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT 06926-0700	2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D HARVEY, GEORGE B	3.2 NAME	
STREET ADDRESS	ONE ELMCROFT ROAD	3.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT 06926-0700	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D ST. MARK, CAROLE F	4.2 NAME	
STREET ADDRESS	ONE ELMCROFT ROAD	4.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT 06926-0700	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VT ALBERTI, GILBERT B	5.2 NAME	
STREET ADDRESS	ONE ELMCROFT ROAD	5.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT	5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AT HENOCK, ARLEN F.	6.2 NAME	
STREET ADDRESS	ONE ELMCROFT RD	6.3 STREET ADDRESS	
CITY - ST - ZIP	STAMFORD CT	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, 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

[Signature]
 Date **2/10/97** Daytime Phone # **(203) 351-7652**

CR2E034 (9/96)

PITNEY BOWES MANAGEMENT SERVICES, INC.
OFFICERS & DIRECTORS

Terms of Office 5/96-97

<u>NAME</u>	<u>TITLE</u>	<u>SOC. SEC. #</u>	<u>ADDRESS</u>
Carole F. St. Mark	Chairman	132-32-4856	181 Turn of River Rd. Stamford, CT 06905
David J. Rupert	President	081-38-5890	2 Rustic Ln. Westport, CT 06880
Gilbert B. Alberti	V.P.-Finance & Treasurer	508-60-4436	44 Old Kings Hwy. Wilton, CT 06897
Douglas A. Riggs	Secretary	519-54-3616	18 Weir Farms Rd. Ridgefield, CT 06877
Rosalind Z. Wiggins	Assistant Secretary	157-56-2067	396 Strawberry Hill Ave. Stamford, CT 06902
Arlen F. Henock	Assistant Treasurer	075-46-8919	44 Talmadge Ln. Stamford, CT 06905

DIRECTORS

Carole F. St. Mark		181 Turn of River Rd. Stamford, CT 06905
Douglas A. Riggs		18 Weir Farms Rd. Ridgefield, CT 06877
David J. Rupert		2 Rustic Ln. Westport, CT 06880
George B. Harvey	578-42-1211	663 Ponus Ridge Rd. New Canaan, CT 06840

Business Address:
Pitney Bowes Management Services, Inc.
23 Barry Pl.
Stamford, CT 06926-0710