FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1997

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

FILED
Mar 18 1997 8:00am
Secretary of State

DOCUMENT # **F94000000141 (1)**

1. Corporation Name
JOHN K. DWIGHT ASSET MANAGEMENT COMPANY, INC.

Principal Place of Business
~~% HILL & BARLOW~~
~~ONE INTERNATIONAL PLACE~~ 125 College St.
~~BOSTON MA 02110~~ Burlington, VT
05402-1590

Mailing Address
~~% HILL & BARLOW~~
~~ONE INTERNATIONAL PLACE~~ P.O. Box 1590
~~BOSTON MA 02110-2602~~ Burlington, VT
05402-1590

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified: 01/11/1994

3a. Date of Last Report: 02/09/1996

4. FEI Number: 04-3211048 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [x] No

9. **Name and Address of Current Registered Agent**
CT 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 **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
Signature (Type or print name of registered agent and title of signer) (Rule 7, Rules of Appellate Procedure, requires that the signature be signature) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	DWIGHT, JOHN K	
STREET ADDRESS	125 COLLEGE STREET	
CITY-ST-ZIP	BURLINGTON VT	
TITLE	VD	[ ] DELETE
NAME	RICHARSON, DAVID	
STREET ADDRESS	125 COLLEGE STREET	
CITY-ST-ZIP	BURLINGTON VT	
TITLE	S	[ ] DELETE
NAME	GABEL, PATRICIA	
STREET ADDRESS	190 MAIN ST. BOX 190	
CITY-ST-ZIP	BURLINGTON VT	
TITLE	T	[ ] DELETE
NAME	BRAUNEGG, WILLIAM T.	
STREET ADDRESS	125 COLLEGE STREET	
CITY-ST-ZIP	BURLINGTON VT	
TITLE	D	[ ] DELETE
NAME	REAMER, NORTON	
STREET ADDRESS	ONE INTERNATIONAL PLACE	
CITY-ST-ZIP	BOSTON MA	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] 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: William T. Braunegg William T. Braunegg 3-13-97 (802) 862-4170

CR2E034 (9/96)