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Aug 11 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 # F94000000497 (7)

1. Corporation Name
W.C. STEPHENS, INC.



Principal Place of Business
P.O. BOX 357
ELMONT NY 11003

Mailing Address
P.O. BOX 30
PRINCETON NJ 08542-0030

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/01/1994		3a. Date of Last Report 08/14/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 11-2612602		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

STEPHENS, WOODFORD C
155-24 CARIN RYAN CT.
MIAMI LAKES FL 33014

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	DELETED		1.1 TITLE	Change	Addition	
NAME	STEPHENS, WOODFORD C			1.2 NAME			
STREET ADDRESS	155-24 CARIN RYAN CT.			1.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI LAKES FL 33014			1.4 CITY-ST-ZIP			
TITLE	V	DELETED		2.1 TITLE	Change	Addition	
NAME	STEPHENS, LUCILLE			2.2 NAME			
STREET ADDRESS	155-24 CARIN RYAN CT.			2.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI LAKES FL 33014			2.4 CITY-ST-ZIP			
TITLE		DELETED		3.1 TITLE	Change	Addition	
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		DELETED		4.1 TITLE	Change	Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETED		5.1 TITLE	Change	Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETED		6.1 TITLE	Change	Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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]*

CR2E034 (9/96)