

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 12 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 # F94000002181 (5)
 1. Corporation Name
 LEHMAN BROTHERS HOLDINGS, INC.



Principal Place of Business: THREE WORLD FINANCIAL CTR, NEW YORK NY 10285
 Mailing Address: 101 HUDSON STREET, 39TH FLOOR, JERSEY CITY NJ 07302

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		04/27/1994	11/27/1996
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		13-3216325	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	<input type="checkbox"/>
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	29	30	<input type="checkbox"/>	<input type="checkbox"/>
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

9. Name and Address of Current Registered Agent
 THE PRENTICE HALL CORPORATION SYSTEM
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	FULD, RICHARD S JR.	
STREET ADDRESS	3 WORLD FINANCIAL CENTER	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	P	<input type="checkbox"/> DELETE
NAME	PETTIT, CHRISTOPHER T	
STREET ADDRESS	3 WORLD FINANCIAL CENTER	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GROTELL, ALFRED	
STREET ADDRESS	101 HUDSON STREET	
CITY-ST-ZIP	JERSEY CITY NJ 07302	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MILVERSTED, MICHAEL R	
STREET ADDRESS	3 WORLD FINANCIAL CENTER	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MANSON, KAREN C	
STREET ADDRESS	3 WORLD FINANCIAL CENTER	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	O'BRIEN, BARRY J	
STREET ADDRESS	101 HUDSON STREET	
CITY-ST-ZIP	JERSEY CITY NJ 07302	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: _____ SIGNATURE REQUIRED _____ ASSISTANT TREASURER _____ AUG 1 1997

CP2E034 (4/97)