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Feb 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 # F94000003768 (8)

1. Corporation Name  
PHOENIXCOR, INC.



Principal Place of Business  
65 WATER ST.  
SOUTH NORWALK CT 06854

Mailing Address  
65 WATER ST.  
SOUTH NORWALK CT 06854-3011

3. Date Incorporated or Qualified 07/19/1994	3a. Date of Last Report 02/28/1996
4. FEI Number 22-2869254	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent  
THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS ST.  
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
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	PO	1.1 TITLE	Exec. VP - Chief Financial Officer
NAME	GUADAGNO, JOHN	1.2 NAME	
STREET ADDRESS	15 WILLOW ST.	1.3 STREET ADDRESS	Hiroshi Matsuzawa
CITY - ST - ZIP	WESTPORT CT 06880	1.4 CITY - ST - ZIP	65 Water St. South Norwalk, CT 06854
TITLE	COB	2.1 TITLE	Chairman
NAME	MORIIZUMI, TOMOYUKI	2.2 NAME	Yukihiko Yoshida
STREET ADDRESS	25 CHASMARS POND RD.	2.3 STREET ADDRESS	65 Water Street
CITY - ST - ZIP	DARIEN CT 06430	2.4 CITY - ST - ZIP	South Norwalk, CT 06854
TITLE	EVPA	3.1 TITLE	
NAME	EDEL, JOHN	3.2 NAME	
STREET ADDRESS	2770 BURR ST.	3.3 STREET ADDRESS	
CITY - ST - ZIP	FAIRFIELD CT 06430	3.4 CITY - ST - ZIP	
TITLE	VPMS	4.1 TITLE	
NAME	WILLIAMS, THOMAS J	4.2 NAME	
STREET ADDRESS	54 TWIN OAK LN.	4.3 STREET ADDRESS	
CITY - ST - ZIP	WILTON CT 06897	4.4 CITY - ST - ZIP	
TITLE	SVPC	5.1 TITLE	
NAME	GOLDSTEIN, L. ELLIOTT	5.2 NAME	
STREET ADDRESS	81 SKY TOP DR.	5.3 STREET ADDRESS	
CITY - ST - ZIP	FAIRFIELD CT 06340	5.4 CITY - ST - ZIP	
TITLE	D	6.1 TITLE	
NAME	YOSHIMURA, TAKAO	6.2 NAME	
STREET ADDRESS	345 PARK AVENUE	6.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	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: \_\_\_\_\_ DATE: 2/4/97

CR2E034 (9/96)

The complete list of all Directors is as follows:

Takehiko Adachi	345 Park Avenue, New York, NY 10154
John Edel	65 Water Street, South Norwalk, CT 06854
John L. Guadagno	65 Water Street, South Norwalk, CT 06854
Hiroshi Matsuzawa	65 Water Street, South Norwalk, CT 06854
Nobuhide Nakaido	345 Park Avenue, New York, NY 10154
Takeshi Sato	65 Water Street, South Norwalk, CT 06854
Kazuhiro Takeuchi	345 Park Avenue, New York, NY 10154
Thomas J. Williams	65 Water Street, South Norwalk, CT 06854
Yukihiro Yoshida	65 Water Street, South Norwalk, CT 06854
Takao Yoshimura	345 Park Avenue, New York, NY 10154

The complete list of Officers is as follows:

Yukihiro Yoshida	Chairman of the Board
John L. Guadagno	President and Chief Executive Officer
Hiroshi Matsuzawa	Exec. VP and Chief Financial Officer
John Edel	Exec. VP - Operations and Administration
Thomas J. Williams	Exec. VP - Marketing and Sales
L. Elliott Goldstein	Senior Vice President - General Counsel
Albert J.J. Kolb, Jr.	VP - Assistant Secretary
Rodolfo V. Deseo	Senior Vice President - Finance - Controller
Russ B. Hardy	Vice President - Portfolio Manager
Juanito Canlas	Assistant Vice President

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