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Feb 06 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 # F95000001104 (7)

1. Corporation Name  
THE NPD GROUP, INC.



Principal Place of Business  
900 WEST SHORE ROAD  
PORT WASHINGTON NY 11050

Mailing Address  
900 WEST SHORE ROAD  
PORT WASHINGTON NY 11050-4624

3. Date Incorporated or Qualified  
03/08/1995

3a. Date of Last Report  
03/26/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number  
11-2153555

Applied For  
Not Applicable

22 Suite, Apt. #, etc

27 Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 City & State

28 City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24 Zip

25 Country

29 Zip

30 Country

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
110 NORTH MAGNOLIA STREET  
TALLAHASSEE FL 32301

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: *Nat Cardillo*  
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

1-31-97  
DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETED
P	WALTERS, RUPERT	900 WEST SHORE ROAD PORT WASHINGTON NY		<input type="checkbox"/>
V	CATZ, LANNY	900 WEST SHORE ROAD PORT WASHINGTON NY		<input type="checkbox"/>
CD	JOHNSON, TOD	900 WEST SHORE ROAD PORT WASHINGTON NY		<input type="checkbox"/>
S	CARDILLO, NAT	900 WEST SHORE ROAD PORT WASHINGTON NY		<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	6.1 TITLE	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: *Nat Cardillo*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-31-97  
DATE

Daytime Phone # 0008764

CR2E034 (9/96)