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**May 08 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 # F95000001742 (4)

1. Corporation Name
TRAVELERS GROUP EXCHANGE, INC.



Principal Place of Business Mailing Address
**57 PROSPECT STREET, 11GSA
HARTFORD CT 06183** **57 PROSPECT STREET, 11GSA
HARTFORD CT 06103-2810**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/10/1995	3a. Date of Last Report 07/11/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 14-1778069	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	30	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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	D <input type="checkbox"/> DELETE	1.1 TITLE	DIP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUFFE, JOHN	1.2 NAME	
STREET ADDRESS	ONE TOWER SQUARE	1.3 STREET ADDRESS	
CITY - ST - ZIP	HARTFORD CT 06183	1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	D/ceo <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCNAMARA, GLENN F	2.2 NAME	Franklin, P.A.
STREET ADDRESS	ONE TOWER SQUARE	2.3 STREET ADDRESS	388 Broadway St
CITY - ST - ZIP	HARTFORD CT 06183	2.4 CITY - ST - ZIP	New York, NY
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	IRISH, THOMAS M	3.2 NAME	Schimpf, J. K.
STREET ADDRESS	ONE TOWER SQUARE	3.3 STREET ADDRESS	388 Broadway St
CITY - ST - ZIP	HARTFORD CT 06183	3.4 CITY - ST - ZIP	New York, NY
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DECARLO, DONALD T	4.2 NAME	JONES, J. J.
STREET ADDRESS	ONE TOWER SQUARE	4.3 STREET ADDRESS	300 St. Paul Place
CITY - ST - ZIP	HARTFORD CT 06183	4.4 CITY - ST - ZIP	Baltimore, Md
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PALMER, ANN M	5.2 NAME	White, W. H.
STREET ADDRESS	NORTHWAY PLAZA	5.3 STREET ADDRESS	57 Prospect St
CITY - ST - ZIP	QUEENSBURY NY 12804	5.4 CITY - ST - ZIP	Hartford, Ct
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	S <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLANCHE, LOIS F	6.2 NAME	Wright, E. J.
STREET ADDRESS	NORTHWAY PLAZA	6.3 STREET ADDRESS	57 Prospect St
CITY - ST - ZIP	QUEENSBURY NY 12804	6.4 CITY - ST - ZIP	Hartford, Ct

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: *J. J. Jones* **J. J. Jones** **4/24/97** **410-332-3000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)