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May 19 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000005014 (4)
 1. Corporation Name
ANSALDO NORTH AMERICA INC.



Principal Place of Business 875 PARK AVENUE 30TH FLOOR NEW YORK NY 10152	Mailing Address 1401 BRICKELL AVENUE MIAMI FL 33131-3506 US
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3. Date Incorporated or Qualified 10/16/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 13-3124387	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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	

21. Principal Place of Business 430 MOUNTAIN AVENUE Suite, Apt. #, etc.	22. City & State NEW PROVIDENCE, NJ Zip 07974	26. Mailing Address 1401 BRICKELL AVENUE Suite, Apt. #, etc. Ste 600	27. City & State MIAMI, FL Zip 33131
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9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PO <input checked="" type="checkbox"/> DELETE
NAME	MORETTI, STEFANO
STREET ADDRESS	875 PARK AVENUE, SUITE 3801
CITY-ST-ZIP	NEW YORK NY 10152
TITLE	V <input type="checkbox"/> DELETE
NAME	NARDI, VINCENZO
STREET ADDRESS	430 MOUNTAIN AVENUE
CITY-ST-ZIP	NEW PROVIDENCE NJ 07974
TITLE	S <input type="checkbox"/> DELETE
NAME	ZARETSKY, MARC
STREET ADDRESS	430 MOUNTAIN AVENUE
CITY-ST-ZIP	NEW PROVIDENCE NJ 07974
TITLE	D <input type="checkbox"/> DELETE
NAME	KARLIN, ALESSANDRO
STREET ADDRESS	1401 BRICKELL AVE., STE 600
CITY-ST-ZIP	MIAMI FL
TITLE	C <input type="checkbox"/> DELETE
NAME	GIBERTI, ENRICO
STREET ADDRESS	1401 BRICKELL AVENUE
CITY-ST-ZIP	MIAMI FL 33131
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	CASABELLA, MARIO
STREET ADDRESS	VIA PIERAGOSTINI, 50/ 16151 GENOVA
CITY-ST-ZIP	ITALY

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	KARLIN, ALESSANDRO
4.3 STREET ADDRESS	1401 BRICKELL AVENUE, STE 600
4.4 CITY-ST-ZIP	MIAMI, FL 33131
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	GIBERTI, ENRICO
5.3 STREET ADDRESS	1401 BRICKELL AVENUE, STE 600
5.4 CITY-ST-ZIP	MIAMI, FL 33131
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: *Almanusco Inc.* **May 6th, 1997 (305) 374-8829**

CR2E034 (9/96)

ATTACHMENT TO 1997 PROFIT CORPORATION ANNUAL REPORT

FOR
ANSALDO NORTH AMERICA, INC.
1401 Brickell Avenue, Ste 600
Miami, FL 33131
FEI # 13-3124387

BLOCK 13: ADDITIONS TO OFFICERS AND DIRECTORS IN 12

TITLE	V
NAME	Calatroni, Pietro
STREET ADDRESS	430 Mountain Avenue
CITY - ST - ZIP	New Providence, NJ 07974
TITLE	V
NAME	Ukmar, Gianpaolo
STREET ADDRESS	1401 Brickell Avenue, Ste 600
CITY - ST - ZIP	Miami, FL 33131
TITLE	V
NAME	Mallen, Massimo
STREET ADDRESS	1401 Brickell Avenue, Ste 600
CITY - ST - ZIP	Miami, FL 33131
TITLE	T
NAME	Di Niso, Louise
STREET ADDRESS	430 Mountain Avenue
CITY - ST - ZIP	New Providence, NJ 07974
TITLE	D
NAME	De Benedictis, Alberto
STREET ADDRESS	Piazza Monte Grappa, 4
CITY - ST - ZIP	Rome 00195 Italy
TITLE	D
NAME	Tomasina, Giancarlo
STREET ADDRESS	Piazza Monumento, 12
CITY - ST - ZIP	Legnano 20025 Italy
TITLE	D
NAME	Zampini, Giuseppe
STREET ADDRESS	Via Pieragostini, 50-16151
CITY - ST - ZIP	Genova, Italy