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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -1 AM 11:41

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000001329 (9)

1. Corporation Name

LOMBARD INSTITUTIONAL BROKERAGE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 333 Market Street 25TH FLOOR SAN FRANCISCO CA 94105 US	Mailing Address C/O DEANWITTER REYNOLDS INC 101 CALIFORNIA ST- CORPORATE TAX DEPT SAN FRANCISCO CA 94111 US
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3. Date Incorporated or Qualified 03/14/1996

2. Principal Place of Business 21 333 Market Street Suite, Apt. #, etc. 22 25th Floor City & State 23 San Francisco, CA Zip 24 94105	2a. Mailing Address 26 c/o Morgan Stanley Dean Witter & Co. Suite, Apt. #, etc. 27 23rd Fl. 1221 Ave. of the Americas City & State 28 New York NY Zip 29 10020 Country 30 USA
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4. FEI Number 94-3170569	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent RAUSCH, LAWRENCE A 1900 SUMMIT TOWER BLVD STE 730 ORLANDO FL 32810	
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10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	500002528585-4
84 City	05/19/98-01033-018 ****150.00

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	<input type="checkbox"/> DELETE
NAME	D ROACH, VINCENT E
STREET ADDRESS	333 MARKET STRWEE STE 2500
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	P ESPENSCHIED, DAVID B
STREET ADDRESS	333 MARKET STREET SUITE 2500
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	P/D
1.3 STREET ADDRESS	333 Market street, 25th Floor
1.4 CITY-ST-ZIP	San Francisco, CA 94105
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	P/D
2.3 STREET ADDRESS	Miller, Stephen R.
2.4 CITY-ST-ZIP	333 Market Street, 25th Floor San Francisco, CA 94105
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	V/D
3.3 STREET ADDRESS	O'Connell, Thomas J.
3.4 CITY-ST-ZIP	333 Market Street, 25th Floor San Francisco, CA 94105
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	T
4.3 STREET ADDRESS	Alex Frank
4.4 CITY-ST-ZIP	1585 Broadway New York, NY 10036
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	S
5.3 STREET ADDRESS	Edwards, Christine A.
5.4 CITY-ST-ZIP	1585 Broadway New York, NY 10036
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 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  Stephen R. Miller, Chairman 3/20/98 (212) 762-6904

CP2E034 (10/97)