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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 # **M95651** (9)

1. Corporation Name
BRIDGEWATER ASSOCIATES, INC.



Principal Place of Business % C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324 US	Mailing Address % C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324-4413 US
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3. Date Incorporated or Qualified 08/24/1988	3a. Date of Last Report 04/24/1996
4. FEI Number 22-2917158	Applied For <input type="checkbox"/> 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 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
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
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	85 Zip Code
	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	GARR, J. J.	
STREET ADDRESS	FIVE GIRALDA FARMS	
CITY - ST - ZIP	MADISON NJ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	NEE, T. M.	
STREET ADDRESS	FIVE GIRALDA FARMS	
CITY - ST - ZIP	MADISON NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	EMERLING, C.G.	
STREET ADDRESS	FIVE GIRALDA FARMS	
CITY - ST - ZIP	MADISON NJ	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	SAMUEL, C.M.	
STREET ADDRESS	ONE CYANAMID PLAZA	
CITY - ST - ZIP	WAYNE NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	STAFFORD, J.R.	
STREET ADDRESS	FIVE GIRALDA FARMS	
CITY - ST - ZIP	MADISON NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BLOUNT, R. G.	
STREET ADDRESS	FIVE GIRALDA FARMS	
CITY - ST - ZIP	MADISON NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Stafford, J.R.	
1.3 STREET ADDRESS	Five Giralda Farms	
1.4 CITY - ST - ZIP	Madison, NJ 07940	
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	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Lach, E.M.	
3.3 STREET ADDRESS	Five Giralda Farms	
3.4 CITY - ST - ZIP	Madison, NJ 07940	
4.1 TITLE	AT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Samuel, C.M.	
4.3 STREET ADDRESS	Five Giralda Farms	
4.4 CITY - ST - ZIP	Madison, NJ 07940	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
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.

(201) 660-5076

SIGNATURE: *[Signature]* **REQUIRED**

Asst. Treasurer **4/23/97**

CR2E034 (9/96)

BRIDGEWATER ASSOCIATES, INC.

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Stafford, J.R.	Five Giralda Farms Madison, NJ 07940
Vice President	Considine, J.R.	Five Giralda Farms Madison, NJ 07940
Vice President	Nee, T.M.	Five Giralda Farms Madison, NJ 07940
Secretary	Lach, E.M.	Five Giralda Farms Madison, NJ 07940
Treasurer	O'Connor, J.M.	Five Giralda Farms Madison, NJ 07940
Asst. Treasurer	Samuel, C.M.	Five Giralda Farms Madison, NJ 07940
Asst. Secretary	Kelly, W.P.	Five Giralda Farms Madison, NJ 07940

BRIDGEWATER ASSOCIATES, INC.

DIRECTORS

Name

Address

Stafford, J. R.

Five Giralda Farms
Madison, NJ 07940

Blount, R.G.

Five Giralda Farms
Madison, NJ 07940

Carr, J.J.

Five Giralda Farms
Madison, NJ 07940