

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 20 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 # P04293 (7)
 1. Corporation Name
WOLFF-ZACKIN & ASSOCIATES, INC.



Principal Place of Business 135 BOLTON ROAD PO BOX 2220 VERNON CT 06066	Mailing Address 135 BOLTON ROAD PO BOX 2220 VERNON CT 06066
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
24 Zip	29 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 12/10/1984	3a. Date of Last Report 05/01/1996
4. FEI Number 06-0843864	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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**RABINOWITZ, KENNETH
 125 WOODS LANDING TRAIL
 OLDSMAR FL 34677**

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	ROBERT MULLEN	
STREET ADDRESS	45 VALLEY VIEW LANE	
CITY-ST-ZIP	VERNON CT	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	HRUBALA, RONALD	
STREET ADDRESS	23 LUDWIG RD	
CITY-ST-ZIP	ELLINGTON CT	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	RABINOWITZ, KENNETH	
STREET ADDRESS	27 ALFRED DR	
CITY-ST-ZIP	TOLLAND CT	
TITLE	EVPD	<input type="checkbox"/> DELETE
NAME	SMITH, JOHN J JR	
STREET ADDRESS	39 ELNA DR	
CITY-ST-ZIP	TOLLAND CT	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	WOLFF, GREG	
STREET ADDRESS	381 TIMROD RD.	
CITY-ST-ZIP	MANCHESTER CT	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	THOMAS MOELLER	
STREET ADDRESS	804 RACEBROOK RD	
CITY-ST-ZIP	ORANGE CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	VP Joseph Fiore
1.3 STREET ADDRESS	27 Brighton Lane
1.4 CITY-ST-ZIP	Vernon, CT
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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.

SIGNATURE: *John J. Smith* EVPA 8/14/97 (860) 875-2591

CR2E034 (4/97)