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Apr 08 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P09530**

(7)

1. Corporation Name

**ANDREW CHARTWELL & CO.**

Principal Place of Business

Mailing Address

~~450 MILK ST., 6TH FLOOR~~  
~~BOSTON MA 02109~~

~~450 MILK ST., 6TH FLOOR~~  
~~BOSTON MA 02109-4009~~

**347 Congress Street**  
**1st Floor**

**347 Congress Street, 1st Fl**  
**Boston, MA 02210**

**Boston, MA 02210**

21 **347 CONGRESS ST.**

2a. Mailing Address

26 **347 Congress Street**

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 **1st Floor**

27 **1st Floor**

City & State

City & State

23 **Boston, MA.**

28 **Boston MA**

Zip

Country

Zip

Country

24 **02210**

25 **USA**

29 **02210**

30 **USA**

9. Name and Address of Current Registered Agent

**NATIONAL CORPORATE RESEARCH, LTD., INC.**  
**1406 HAYS STREET, SUITE 2**  
**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

**FL**

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

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	CPD	<input type="checkbox"/> DELETE
NAME	ATCHISON, IAN A.	
STREET ADDRESS	OVERLOOK INN, RTE 8	
CITY-ST-ZIP	EASTHAM MA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WALKER, JOHN H.	
STREET ADDRESS	75 EGLINTON AVE. EAST	
CITY-ST-ZIP	TORONTO, CANADA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MARSCHNER, EDWARD C. (A)	
STREET ADDRESS	ONE BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	FLAXMAN, TED J	
STREET ADDRESS	75 ELLINTON AVE EAST	
CITY-ST-ZIP	TORONTO CA	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	MASON, PETER	
STREET ADDRESS	75 ELLINTON AVE EAST	
CITY-ST-ZIP	TORONTO CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input 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 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:

**TEO FLAXMAN**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*March 25/97* 416-481-7194  
Date Daytime Phone # 0000000

CR2E034 (9/96)