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May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P22098 1. Corporation Name NEW ENGLAND PORTFOLIO ADVISORS, INC.			
Principal Place of Business 501 BOYLSTON STREET BOSTON, MA. 02116-3706		Mailing Address ONE MADISON AVE. AREA 8FG NEW YORK NY 10010-3803 US	
2. Principal Place of Business 21 Suite, Apt. #, etc.		2a. Mailing Address 26 % METLIFE INS 27 ONE MADISON AVE - AREA 8FG 28 New York, New York 29 10010 30	
22 City & State		23 Zip	
24		25	
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			
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 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE NAME STREET ADDRESS CITY-ST-ZIP PRES./DIR. GUTHRIE, JOHN F., JR. 56 WOOD END LANE MIDFIELD, MA.		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP VICE-PRES. MCDEVITT, THOMAS 5 ARLINGTON STREET CAMBRIDGE, MA		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP SECRETARY DEWITT, BEVERLY J. 50 FOLLEN STREET CAMBRIDGE, MA.		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP TREASURY FROST, CHESTER 18 WEST PINE DRIVE WALPOLE, MA		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP DIRECTOR ZIMMERMAN, FREDERICK 101 HIGH STREET JUNTAH, MA		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 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:

LEO R. BROWN, ASSISTANT TREASURER

APRIL 29, 1997

SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERING OFFICER OR DIRECTOR

Date

Daytime Phone #