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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

DOCUMENT # **P25632** (1)  
1. Corporation Name  
**MORGAN STANLEY & CO. INCORPORATED**



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Principal Place of Business  
**1585 BROADWAY  
NEW YORK NY 10036  
US**

Mailing Address  
**1251 AVENUE OF THE AMERICAS  
TAX DEPT. - 21ST FLOOR  
NEW YORK NY 10020-1104  
US**

3. Date Incorporated or Qualified <b>08/16/1989</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>13-2655998</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
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 <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>	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 <b>FL</b>
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FISHER, RICHARD B</b>	12 NAME	
STREET ADDRESS	<b>1585 BROADWAY</b>	13 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	14 CITY-ST-ZIP	
TITLE	<b>P</b> <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MACK, JOHN</b>	22 NAME	
STREET ADDRESS	<b>1585 BROADWAY</b>	23 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	24 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BIGGS, BARTON M</b>	32 NAME	
STREET ADDRESS	<b>1585 BROADWAY</b>	33 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	34 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BRENNAN, DONALD P</b>	42 NAME	
STREET ADDRESS	<b>1251 AVE OF THE AMERICAS</b>	43 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	44 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ALLWIN, JAMES M.</b>	52 NAME	
STREET ADDRESS	<b>1585 BROADWAY</b>	53 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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: *Blair Handberg* DATE: \_\_\_\_\_ DAYTIME PHONE: \_\_\_\_\_

CR2E034 (9/96)

**Morgan Stanley & Co. Incorporated  
1997 Annual Report**

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**Corp. Name: Morgan Stanley & Co. Incorporated**  
**EIN: 13-2655998**

**OFFICERS TITLE**

**BUSINESS ADDRESS**

*All addresses are*

**1585 Broadway  
New York, New York 10036**

*except as otherwise indicated*

**Chairman:**

Fisher, Richard B.

**President:**

Mack, John J.

**Principal:**

Bruce Sandberg

**1221 Avenue of the Americas  
New York, New York 10020**

**Secretary/General Counsel:**

Clark, Jonathan M.

**Assistant Secretaries:**

Pellecchio, Ralph L.

Kurtz, Patricia

Herzer, Charlene

**Assistant Treasurers:**

Allery, Stephen A.

Frank, Alexander C.

Riley, Thomas R.

Wallace, Eileen S.

**Chief Financial Officer:**

Philip N. Duff

**Treasurer:**

Eileen K. Murray

1221 Avenue of the Americas  
New York, New York 10020

**Directors**

Richard B. Fisher

James M. Allwin

Barton M. Biggs

Jonathan M. Clark

Philip N. Duff

Neil S. Garonzik

Peter F. Karches

Takeo Kani

Yebisu Garden Place Tower  
20-3 Ebisu 4-Chome  
Shibuya-ku, Tokyo 150

Peter F. Karches

John J. Mack

Robert A. Metzler

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**Directors (Cont'd)**

Joseph R. Perella

Robert G. Scott

John S. Wadsworth, Jr

Sir David Alan Walker

J. Steven W. Ward

31st Floor  
3 Exchange Square  
Hong Kong

25 Cabot Square  
Canary Wharf  
London E14 4QA  
England

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London E14 4QA  
England

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