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**May 01 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 # P26260 (0)
1. Corporation Name
HEIDRICK & STRUGGLES, INC.



Principal Place of Business 125 SOUTH WACKER DR. STE. 2800 CHICAGO IL 60606-1580	Mailing Address 125 SOUTH WACKER DR. STE. 2800 CHICAGO IL 60606-4402
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3. Date Incorporated or Qualified 09/29/1989	3a. Date of Last Report 03/18/1996
4. FEI Number 36-2341272	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 233 S. Wacker Drive Suite, Apt. #, etc. 22 Suite 4200 City & State 23 Chicago, Illinois Zip 24 60606	2a. Mailing Address 26 233 S. Wacker Drive Suite, Apt. #, etc. 27 Suite 4200 City & State 28 Chicago, Illinois Zip 29 60606	Country 25 U.S.A.	Country 30 U.S.A.
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME HALLAGAN, ROBERT E.	1.1 TITLE P/D	1.2 NAME Patrick S. Pittard
STREET ADDRESS ONE POST OFFICE SQ.	CITY-ST-ZIP BOSTON MA	1.3 STREET ADDRESS 303 Peachtree Street, Ste. 3100	1.4 CITY-ST-ZIP Atlanta, Georgia 30308
TITLE ST	NAME NELSON, RICHARD D.	2.1 TITLE	2.2 NAME
STREET ADDRESS 125 S. WACKER DR., #2800	CITY-ST-ZIP CHICAGO IL	2.3 STREET ADDRESS 233 S. Wacker Drive, Ste. 4200	2.4 CITY-ST-ZIP
TITLE D	NAME NELSON, RICHARD D.	3.1 TITLE	3.2 NAME
STREET ADDRESS 125 S. WACKER DR., #2800	CITY-ST-ZIP CHICAGO IL	3.3 STREET ADDRESS 233 S. Wacker Drive, Ste. 4200	3.4 CITY-ST-ZIP
TITLE AS	NAME BATTISTA, GAIL L.	4.1 TITLE	4.2 NAME
STREET ADDRESS 125 S. WACKER DR., #2800	CITY-ST-ZIP CHICAGO IL	4.3 STREET ADDRESS 233 S. Wacker Drive, Ste. 4200	4.4 CITY-ST-ZIP
TITLE D	NAME BOWEN, WILLIAM J.	5.1 TITLE	5.2 NAME
STREET ADDRESS 125 S. WACKER DR., #2800	CITY-ST-ZIP CHICAGO IL	5.3 STREET ADDRESS 233 S. Wacker Drive, Ste. 7000	5.4 CITY-ST-ZIP
TITLE AT	NAME JOHNSTON, ROBERT C	6.1 TITLE	6.2 NAME
STREET ADDRESS 125 S. WACKER DR., #2800	CITY-ST-ZIP CHICAGO IL	6.3 STREET ADDRESS 233 S. Wacker Drive, Ste. 4200	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, on an attachment with an address.

SIGNATURE: _____ **Richard D. Nelson** **4/24/97** **(312) 496-1200**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)