

FILE NOW:- FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33564 (6)

1. Corporation Name
BEAR, STEARNS SECURITIES CORP.



Principal Place of Business ONE METROTECH CENTER NORTH ATTN: JEFFREY BERNSTEIN BROOKLYN NY 11201-3859 US	Mailing Address 115 S JEFFERSON RD ATTENTION: NANCY LOPEZ. COMPLIANCE DEPT WHIPPANY NJ 07968 US
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2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip	Country
24	30

3. Date Incorporated or Qualified 04/15/1991	3a. Date of Last Report 04/04/1995
4. FEI Number 13-3604093	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 SOUTH 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
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCDO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRITON, RICHARD	1.2 NAME	
STREET ADDRESS	245 PARK AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	VDSC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEHMAN, MARK E.	2.2 NAME	
STREET ADDRESS	245 PARK AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	DCOO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNSTEIN, JEFFREY C.	3.2 NAME	
STREET ADDRESS	ONE METROTECH CENTER	3.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EDLOW, KENNETH L.	4.2 NAME	
STREET ADDRESS	245 PARK AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MINIKES, MICHAEL	5.2 NAME	
STREET ADDRESS	245 PARK AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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PLEASE SEE ATTACHED LIST

4-30-96

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: William Edlow April 19, 1996 (212)272-2000

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

Bear, Stearns Securities Corp.

Name	Title	Business Address
Alan C. Greenberg	Chairman of the Board/ Director	A
James E. Cayne	Vice Chairman/ Chief Executive Officer/Director	A
Richard Harriton	President/ Chief Operating Officer/ Director	A
Ronald M. Hersch	Executive Vice President	A
William J. Montgoris	Chief Financial Officer/ Director	A
Jeffrey C. Bernstein	Chief Operations Officer/ Director	B
Kenneth L. Edlow	Secretary	A
Michael Minikes	Treasurer/ Director	A
Michael J. Abatemarco	Controller/ Assistant Secretary	B
Samuel L. Molinaro, Jr	Senior Vice President- Finance	A
Joseph A. Gottlieb	Vice President/Operations	A
Mark E. Lehman	Vice President/Assistant Secretary/Chief Legal Officer/Director	A
Kenneth A. Rubin	Assistant Secretary	A
Charles A. Nalbome	Chief Compliance Officer	A
John L. Knight	Director	C
Alan D. Schwartz	Director	A

Name	Title	Business Address
Warren J. Spector	Director	A
Michael L. Tarnopol	Director	A
245 Park Avenue New York, NY 10167	One Metrotech Center North Brooklyn, NY 11201-3859	One Canada Square London, England E14 5AD