

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 24 1997 8:00am
Secretary of State**

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | 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.



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| 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 07981-1029 US |
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| 3. Date Incorporated or Qualified 04/15/1991 | 3a. Date of Last Report 04/30/1996 |
| 4. FEI Number 13-3604093 | Applied For <input type="checkbox"/> 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 | |

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| 2. Principal Place of Business 21 Suite, Apt #, etc 22 City & State 23 Zip 24 Country | 2a. Mailing Address 25 Suite, Apt #, etc 27 City & State 28 Zip 29 Country |
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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 NAME STREET ADDRESS CITY- ST- ZIP | PDCO HARRITON, RICHARD 245 PARK AVENUE NEW YORK NY <input type="checkbox"/> DELETE | 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY- ST- ZIP | VDSC LEHMAN, MARK E. 245 PARK AVENUE NEW YORK NY <input type="checkbox"/> DELETE | 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition Please See Attached List |
| TITLE NAME STREET ADDRESS CITY- ST- ZIP | DCOO BERNSTEIN, JEFFREY C. ONE METROTECH CENTER BROOKLYN NY <input type="checkbox"/> DELETE | 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY- ST- ZIP | S EDLOW, KENNETH L. 245 PARK AVENUE NEW YORK NY <input type="checkbox"/> DELETE | 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY- ST- ZIP | TD MINKES, MICHAEL 245 PARK AVENUE NEW YORK NY <input type="checkbox"/> DELETE | 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY- ST- ZIP | CFOD MONTGORIS, WILLIAM J 245 PARK AVENUE NEW YORK NY 10167 <input type="checkbox"/> DELETE | 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY- ST- ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition 500002156485 -04/28/97--01067--012 ***165.00 |

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: **William J. Montgoris** *W. Montgoris* **4-11-97** (212) 272-2000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)