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Jul 02 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 # P34801

(1)

1. Corporation Name
WHALE SECURITIES CORP.

Principal Place of Business
650 FIFTH AVENUE
NEW YORK NY 10019

Mailing Address
650 FIFTH AVENUE
NEW YORK NY 10019-6108



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/26/1991	3a. Date of Last Report 05/01/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-3165196	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 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	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 reconstituting) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
NAME	ANARI, NICHOLAS C.	1.2 NAME	
STREET ADDRESS	%650 FIFTH AVENUE	1.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	1.4 CITY - ST - ZIP	
CITY - ST - ZIP		2.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE	NAME	2.2 NAME	
NAME	WALTERS, WILLIAM G.	2.3 STREET ADDRESS	
STREET ADDRESS	%650 FIFTH AVENUE	2.4 CITY - ST - ZIP	
CITY - ST - ZIP	NEW YORK NY	3.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE	NAME	3.2 NAME	
NAME	WEBSTER, DONALD C.	3.3 STREET ADDRESS	
STREET ADDRESS	%350 BAY STREET	3.4 CITY - ST - ZIP	
CITY - ST - ZIP	TORONTO, ONT., CANADA	4.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE	NAME	4.2 NAME	
NAME	MCSHERRY, JOSEPH	4.3 STREET ADDRESS	
STREET ADDRESS	%650 FIFTH AVENUE	4.4 CITY - ST - ZIP	
CITY - ST - ZIP	NEW YORK NY	5.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE	NAME	5.2 NAME	
NAME		5.3 STREET ADDRESS	
STREET ADDRESS		5.4 CITY - ST - ZIP	
CITY - ST - ZIP		6.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE	NAME	6.2 NAME	
NAME		6.3 STREET ADDRESS	
STREET ADDRESS		6.4 CITY - ST - ZIP	
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: X *Nicholas Anari* X 6/27/97 X 202-484-2068

CP2E034 (9/96)