

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

FILED
Feb 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P39853** (7)

1. Corporation Name
GUARDIAN INVESTOR SERVICES CORPORATION



Principal Place of Business 201 PARK AVE. SOUTH NEW YORK NY 10003	Mailing Address ATTN: USA KEYBANK Shereen Elefante P.O. BOX 26220 LEHIGH VALLEY PA 18002-6220
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 07/30/1992	
4. FEI Number 13-2615338		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input 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				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

Signature, typed or printed name of registered agent and title if applicable

(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	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	PD SMITH, JOHN M.	201 PARK AVENUE SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
	V ALBERS, CHARLES E.	201 PARK AVENUE SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
	VD KANE, EDWARD K.	201 PARK AVENUE SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
	C POTTER, RICHARD T., JR	201 PARK AVENUE SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
	VP HICKEY, THOMAS R JR.	210 PARK AVE, SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP
	T HARRY, EARL	201 PARK AVENUE SOUTH	NEW YORK NY	<input type="checkbox"/> DELETE			

14. I 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.

CR2E034 (10/97)

EXHIBIT A

OFFICERS & DIRECTORS OF THE GUARDIAN INVESTOR SERVICES CORPORATION

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
Charles E. Albers	Exec. VP	10 Beacon Road Short Hills, NJ 07901
Kevin S. Alter	Asst. VP	3735 Barlow Place* Bethlehem, PA 18017
John C. Angle	Director	3800 South 42nd Street Lincoln, NE 68506*
Joseph Caruso	Secretary	19 Brookside Drive New Providence, NJ 07974
Peggy L. Coppola	Asst. VP	15 W. 72nd Street New York, NY 10023
Richard Cumiskey	Asst. VP	5865 Shady Lane Nazareth, PA 18064
Karen Dickinson	Asst. Secretary	79 W. 12th Street New York, NY 10011
Phillip H. Dutter	Director	29 Montgomery Lane Greenwich, CT 06830
John M. Fagan	Vice President	68 High Hill Road Tuxedo, NY 10987
Leo R. Futia	Director	18 Interlaken Road Greenwich, CT 06830
Alexander Grant	Vice President	227 E. 57th St., Apt. 16G New York, NY 10022
Earl Harry	Treasurer	201 Park Avenue South New York, NY 10003

OFFICERS & DIRECTORS OF THE GUARDIAN INVESTOR SERVICES CORPORATION**(continued)**

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
Thomas R. Hickey, Jr.	Vice President & Operations	1042 Clay Avenue Pelham Manor, NY 10803
Scott E. Horowitz	Director, Systems Support	2800 Park Avenue Baldwin, NY 11510
Peter L. Hutchings	Director	300 Central Park West New York, NY 10024
Paul Ianelli	Asst. Controller	RR3, Box 3271 Hickory Drive Saylorsburg, PA 18353*
Ryan Johnson	Vice President	90 Blackburn Rd. Basking Ridge, NJ 07920
Frank J. Jones	Director	122 Rotary Drive Summit, NJ 07901
Edward K. Kane	Senior VP, Gen. Counsel & Dir.	205 East 22nd. Street New York, NY 10010
Ann Kearney	2nd Vice President	167 Manville Lane Pleasantville, NY 10570
Nikolaos D. Monoyios	Vice President	104 Wellington Avenue Short Hills, NJ 07078
Engracia Nunez	Director, Agency Sales Support	36 Highview Avenue Tuckahoe, NY 10707
Frank L. Pepe	Vice President & Controller	401 Daniel Street Lindenhurst, NJ 11757

OFFICERS & DIRECTORS OF THE GUARDIAN INVESTOR SERVICES CORPORATION

(continued)

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
Richard T. Potter, Jr.	Counsel	416 Oxford Court Ridgewood, NJ 07450
Joseph D. Sargent	Director	231 Balmforth Street Bridgeport, CT 06605
John M. Smith	President & Director	45 Cedar Lake West Denville, NJ 07834
Donald P. Sullivan, Jr.	Vice President	3775 Barlow Place Bethlehem, PA 18017*
William C. Warren	Director	325 Crest Road Ridgewood, NJ 07450

NOTES

Unless indicated otherwise, all business addresses are: 201 Park Avenue South,
New York, NY 10003

* business address is 3900 Burgess Place, Bethlehem, Pennsylvania 18017