

FILED

Apr 21 1997 8:00am
Secretary of State

<p>PROFIT CORPORATION ANNUAL REPORT 1997</p>		<p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>
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DOCUMENT # P95000008382 (0)
1. Corporation Name
CHESTERBROOK PARTNERS INC.

Principal Place of Business	Mailing Address
55 PLANK AVENUE PAOLI PA 19301 CHANGE	P.O. BOX 852 SOUTHEASTERN PA 18399-0852

2. Principal Place of Business		2a. Mailing Address	
21	3 TREATY DR.	26	
	Suite, Apt. #, etc.		Suite, Apt. #, etc.
22		27	
	City & State		City & State
23	WAYNE PA	28	
	Zip		Zip
	Country		Country
24	19087	29	
25		30	

3. Date Incorporated or Qualified 02/01/1995	3a. Date of Last Report 05/01/1996	
4. FEI Number 65-0553214		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	
ARONS, ALAN L 1761 WEST HILLSBORO BLVD. SUITE 409 DEERFIELD BEACH FL 33442-1502	81 Name
	82 Street Address
	83
	84 City

10. Name and Address of New Registered Agent

_____ (P.O. Box Number is Not Acceptable)

F1 | 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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-instating) _____ DATE _____

12.		OFFICERS AND DIRECTORS
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ELGART, SHEREE L	
STREET ADDRESS	3 TREATY DR	
CITY-ST-ZIP	WAYNE PA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	ELGART, NED H.	
STREET ADDRESS	6503 N MILITARY TR #3902	
CITY-ST-ZIP	BOCA RATON FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13.		ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<u>DELETE</u>	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY - ST - ZIP			
2.1 TITLE	P/D ELGART, NED H. 3 TREATY DR. WAYNE PA	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY - ST - ZIP			
3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY - ST - ZIP			
4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY - ST - ZIP			
5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY - ST - ZIP			
6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
6.2 NAME			
6.3 STREET ADDRESS			
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, or on an attachment with an address.

SIGNATURE: Robert E. Galt 4/15/87

CR2E034 (9/96)