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Apr 23 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 # P09927 (5)

1. Corporation Name
SAATCHI & SAATCHI NORTH AMERICA, INC.

Principal Place of Business
375 HUDSON ST
NEW YORK NY 10014
US

Mailing Address
C/O CORDANT HOLDINGS, INC.
375 HUDSON ST
NEW YORK NY 10014-3658
US



3. Date Incorporated or Qualified 04/28/1986
3a. Date of Last Report 04/17/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	13-3341336	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$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	Yes No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE. 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: 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	CPD BISHOP, ALAN <input checked="" type="checkbox"/> DELETE	1.1 TITLE	PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	375 HUDSON ST.	1.2 NAME	LAINY, JENNIFER
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	375 HUDSON ST.
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	NEW YORK, NY 10014
TITLE	CD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WAX, EDWARD L	2.2 NAME	
STREET ADDRESS	375 HUDSON ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10014	2.4 CITY-ST-ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOPSCAK, MICHAEL J	3.2 NAME	
STREET ADDRESS	375 HUDSON ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10014	3.4 CITY-ST-ZIP	
TITLE	EVCT <input type="checkbox"/> DELETE	4.1 TITLE	EXP/T/DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COCHRANE, WILLIAM H.	4.2 NAME	COCHRANE, WILLIAM H.
STREET ADDRESS	375 HUDSON STREET	4.3 STREET ADDRESS	375 HUDSON ST.
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	NEW YORK, NY 10014
TITLE	AT <input checked="" type="checkbox"/> DELETE	5.1 TITLE	VICE PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WESTPITAL, ROBERT	5.2 NAME	NELSON, ROSEMARY
STREET ADDRESS	375 HUDSON ST.	5.3 STREET ADDRESS	375 HUDSON ST.
CITY-ST-ZIP	NEW YORK NY 10014	5.4 CITY-ST-ZIP	NEW YORK, NY 10014
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WESTPHAL, ROBERT S	6.2 NAME	
STREET ADDRESS	375 HUDSON ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	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 S. Westphal ROBERT S. WESTPHAL

4-14-97 212-963-4010

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)