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**May 13 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P10826 (6)
1. Corporation Name
ICON SECURITIES CORP.



Principal Place of Business
**600 MAMRONECK AVE.
HARRISON NY 10528-1613
US**

Mailing Address
**600 MAMRONECK AVE.
HARRISON NY 10528-1635
US**

3. Date Incorporated or Qualified
07/18/1986

3a. Date of Last Report
02/05/1996

4. FEI Number
13-3130550

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 **10528-1632** 25 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 **10528-1632** 30 Country

9. Name and Address of Current Registered Agent
**UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
81 Name **Corporation Service Company**
82 Street Address (P.O. Box Number is Not Acceptable)
1201 Hays Street
83
84 City **Tallahassee** **FL** 85 Zip Code **32301**

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		DELETED
TITLE	PSD	<input checked="" type="checkbox"/>
NAME	BEEKMAN, PETER D.	
STREET ADDRESS	628 LAKE AVE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	T	<input checked="" type="checkbox"/>
NAME	BEEKMAN, PETER D.	
STREET ADDRESS	628 LAKE AVE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	AS	<input checked="" type="checkbox"/>
NAME	DUGGAN, CHARLES	
STREET ADDRESS	47 ALEX DR	
CITY-ST-ZIP	WHITE PLAINS NY	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
11 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
12 NAME			
13 STREET ADDRESS			
14 CITY-ST-ZIP			
24 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
22 NAME			
23 STREET ADDRESS			
24 CITY-ST-ZIP			
31 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
32 NAME			
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
42 NAME			
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
62 NAME			
63 STREET ADDRESS			
64 CITY-ST-ZIP			

SEE ATTACHED

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 _____

CR2E034 (9/96)

ICON SECURITIES CORP.
List of Officers & Directors

Beaufort J.B. Clarke
Director

Business Address
ICON Capital Corp.
600 Mamaroneck Avenue
Harrison, NY 10528

Thomas W. Martin
Director, Exec. VP, Secretary

ICON Capital Corp.
31 Milk Street, Suite 1111
Boston, MA 02109

Gary N. Silverhardt
CFO & Treasurer

ICON Capital Corp.
600 Mamaroneck Avenue
Harrison, NY 10528

David W. Parr
Assistant Secretary

ICON Capital Corp.
31 Milk Street, Suite 1111
Boston, MA 02109

Neil A. Roberts
Director, Chairman

ICON Capital Corp.
31 Milk Street, Suite 1111
Boston, MA 02109

Alan Hirsch
President, CEO

ICON Capital Corp.
Four Embarcadero Center, Suite 590
San Francisco, CA 94111

Timothy Spring
Director of Corporate Affairs

ICON Capital Corp.
31 Milk Street, Suite 1111
Boston, MA 02109