

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 13, 1998 8:00 am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P37802 (6)

1. Corporation Name
EDWARDS AND KELCEY, INC.

Principal Place of Business 299 MADISON AVENUE MORRISTOWN NJ 07962	Mailing Address 299 MADISON AVENUE MORRISTOWN NJ 07962
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/06/1992	
4. FEI Number 22-1623519 22-1623519	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	

2. Principal Place of Business 299 Madison Avenue Suite, Apt. #, etc. P.O. Box 1936 City & State Morristown, NJ Zip 07962	25. Country USA	2a. Mailing Address 26. 299 Madison Avenue Suite, Apt. #, etc. 27. P.O. Box 1936 City & State 28. Morristown, NJ Zip 07962	29. Country USA
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9. Name and Address of Current Registered Agent
O'CONNOR, MICHAEL
8406 BENJAMIN ROAD
SUITE F
TAMPA FL 33634

10. Name and Address of New Registered Agent

81. Name CT Corporation	
82. Street Address (P.O. Box Number is Not Acceptable) 1200 S. Pine Island Road	
83. City PLANTATION	
84. State FL	85. Zip Code 33324

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: 200002615757
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE PD	MCMAHON, KEVIN J	<input type="checkbox"/> DELETE
STREET ADDRESS 299 MADISON AVENUE	MORRISTOWN NJ 07962	
TITLE CD	WISS, RONALD A	<input type="checkbox"/> DELETE
STREET ADDRESS 299 MADISON AVENUE	MORRISTOWN NJ 07962	
TITLE EVD	GARRITY, KENNETH J	<input type="checkbox"/> DELETE
STREET ADDRESS 529 MAIN STREET, SUITE 203	BOSTON MA 02129-1107	
TITLE SVD	GEFE, RICHARD R	<input type="checkbox"/> DELETE
STREET ADDRESS 90 WEST STREET SUITE 1700	NEW YORK NY 10006-1039	
TITLE SVD	HALLAHAN, RICHARD M	<input type="checkbox"/> DELETE
STREET ADDRESS 1380 WILMINGTON PIKE	WEST CHESTER PA 19382-8218	
TITLE SVD	MCLOUGHLIN, DANIEL J	<input type="checkbox"/> DELETE
STREET ADDRESS 299 MADISON AVENUE	MORRISTOWN NJ 07962	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE V/D	Garrity, Kenneth	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	529 Main Street, Suite 203	
1.3 STREET ADDRESS	Boston, MA. 02129-1107	
1.4 CITY-ST-ZIP		
2.1 TITLE V/D	Grefe, Richard R.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	90 West Street Suite 1700	
2.3 STREET ADDRESS	New York, NY 10006-1039	
2.4 CITY-ST-ZIP		
3.1 TITLE V/D	Hallahan, Richard M.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	1380 Wilmington Pike	
3.3 STREET ADDRESS	West Chester, PA. 19382-8218	
3.4 CITY-ST-ZIP		
4.1 TITLE V/D	McLoughlin, Daniel J	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	299 Madison Avenue	
4.3 STREET ADDRESS	Morristown, NJ 07962	
4.4 CITY-ST-ZIP		
5.1 TITLE V/D	Sands, Robert P.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	7401 Metro Boulevard Suite 430	
5.3 STREET ADDRESS	Minneapolis, MN 55439	
5.4 CITY-ST-ZIP		
6.1 TITLE V/D	Tangel, Richard E.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	299 Madison Avenue	
6.3 STREET ADDRESS	Morristown, NJ 07962	
6.4 CITY-ST-ZIP		

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.

SIGNATURE: [Signature] E Barry 7/21/98 (973)267-0555

CR2E034 (5/98)

EDWARDS AND KELCEY, INC.

Other Additions:

Secretary:

Refinski, Elizabeth A.
299 Madison Avenue
Morristown, N.J. 07962

Treasurer:

Barry, Thomas E.
299 Madison Avenue
Morristown, N.J. 07962