

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

FILED
Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 827050 (6)
1. Corporation Name
COMPASS INSURANCE COMPANY



Principal Place of Business 311 CITY CENTRE PLAZA MIDDLETOWN OH 45042-2265	Mailing Address 311 CITY CENTRE PLAZA MIDDLETOWN OH 45042
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3. Date Incorporated or Qualified 11/16/1971	3a. Date of Last Report 02/23/1996
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2. Principal Place of Business 21 709 Curtis Street	2a. Mailing Address 26 709 Curtis Street
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 Middletown OH	City & State 28 Middletown OH
Zip 24 45044-3999	Country 25
Zip 29 45044-3999	Country 30

4. FEI Number 13-2624826	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
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 type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL 32304**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PDC	<input type="checkbox"/> DELETE
NAME	DIERS, JOHN R	
STREET ADDRESS	311 CITY CENTRE PLAZA	
CITY-ST-ZIP	MIDDLETOWN OH	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	ALLARE, JOHN PAUL	
STREET ADDRESS	311 CITY CENTRE PLAZA	
CITY-ST-ZIP	MIDDLETOWN OH	
TITLE	EVD	<input type="checkbox"/> DELETE
NAME	STEPHENS, JAMES L.	
STREET ADDRESS	311 CITY CENTRE PLAZA	
CITY-ST-ZIP	MIDDLETOWN OH	
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

11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	709 Curtis Street
14 CITY-ST-ZIP	Middletown OH 45044-3999
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	709 Curtis Street
2.4 CITY-ST-ZIP	Middletown OH 45044-3999
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	709 Curtis Street
3.4 CITY-ST-ZIP	Middletown OH 45044-3999
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: James L. Stephens **REQUIRED** 1/3/97 513/727-5963
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
 James L. Stephens 0527605

CR2E034 (9/96)