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May 01 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 839735 (8)**  
 1. Corporation Name  
**AMERIN GUARANTY CORPORATION**

Principal Place of Business <b>200 E. RANDOLPH DR 49TH FLOOR CHICAGO IL 60601-7125 US</b>	Mailing Address <b>200 E. RANDOLPH DR CHICAGO IL 60601-6436 US</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>12/28/1977</b>	3a. Date of Last Report <b>05/01/1996</b>
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number <b>23-1922977</b>		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24. Country	29. Country	30. Country		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 <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
81. Name				82. Street Address (P.O. Box Number is Not Acceptable)	
83.				84. City	
				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 reinstalling) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <b>CD</b>	<input type="checkbox"/> DELETE	1.1 TITLE <b>FRIEDMAN, GERALD L</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>303 EAST WACKER DR., SUITE 900 CHICAGO IL 60601</b>		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS <b>200 East Randolph Drive, 49th Floor Chicago, IL 60601-7125</b>	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>GOLDBERG, ALAN E.</b>		2.2 NAME	
STREET ADDRESS <b>1251 AVE OF THE AMERICAS NEW YORK NY 10020</b>		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>HOFFEN, HOWARD I.</b>		3.2 NAME	
STREET ADDRESS <b>1251 AVE OF THE AMERICAS NEW YORK NY 10020</b>		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE <b>D</b>	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>PETER H. GLEASON</b>		4.2 NAME	
STREET ADDRESS <b>855 LEXINGTON AVE NEW YORK N</b>		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP <b>New York, NY 10620-0060</b>	
TITLE <b>TD</b>	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>GEORGE G. FREUDENSTEIN</b>		5.2 NAME	
STREET ADDRESS <b>200 EAST RANDOLPH DR., 49TH FLOOR CHICAGO IL</b>		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP <b>Chicago, IL 60601-7125</b>	
TITLE <b>SD</b>	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>RANDOLPH C. SAILER, II</b>		6.2 NAME	
STREET ADDRESS <b>200 EAST RANDOLPH DR., 49TH FLOOR CHICAGO IL</b>		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP <b>Chicago, IL 60601-7125</b>	

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 or changed for on an attachment with an address.

SIGNATURE:  **Randolph C. Sailer, II** 4/25/97 (312)540-0078  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR \_\_\_\_\_ Date \_\_\_\_\_ Daytime Phone # \_\_\_\_\_

CR2E034 (9/96)