

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

**FILED**  
**Apr 23 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 857508 (6)**  
 1. Corporation Name  
**ORION CAPITAL COMPANIES, INC.**

Principal Place of Business <b>9 FARM SPRINGS DRIVE FARMINGTON CT 06032</b>	Mailing Address <b>9 FARM SPRINGS DRIVE FARMINGTON CT 06032</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>08/22/1983</b>	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number <b>06-1073574</b>	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Country	29	Country	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	

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	
B1 Name				B5 Zip Code	
B2 Street Address (P.O. Box Number is Not Acceptable)				FL	
B3				City	
B4				City	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>CFOS</b> <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>C/CEO/P</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>BARRY, DANIEL L.</b>	1.2 NAME	<b>W. Marston Becker</b>
STREET ADDRESS	<b>9 FARM SPRINGS DRIVE</b>	1.3 STREET ADDRESS	<b>9 Farm Springs Road</b>
CITY-ST-ZIP	<b>FARMINGTON, CT 06032</b>	1.4 CITY-ST-ZIP	<b>Farmington, CT06032</b>
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<b>SVP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>GRUBER, ALAN R</b>	2.2 NAME	<b>Raymond W. Jacobsen</b>
STREET ADDRESS	<b>600 FIFTH AVENUE</b>	2.3 STREET ADDRESS	<b>9 Farm Springs Road</b>
CITY-ST-ZIP	<b>NEW YORK NY</b>	2.4 CITY-ST-ZIP	<b>Farmington, CT 06032</b>
TITLE	<b>VSCO</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHUYLER, RAYMOND J.</b>	3.2 NAME	
STREET ADDRESS	<b>600 FIFTH AVENUE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	3.4 CITY-ST-ZIP	
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VINCI, PETER M.</b>	4.2 NAME	
STREET ADDRESS	<b>9 FARM SPRINGS DR.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FARMINGTON CT</b>	4.4 CITY-ST-ZIP	
TITLE	<b>VSCD</b> <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>FULLWOOD, STANLEY G.</b>	5.2 NAME	<b>S Judy S. Spitzer</b>
STREET ADDRESS	<b>9 FARM SPRINGS DR</b>	5.3 STREET ADDRESS	<b>9 Farm Springs Road</b>
CITY-ST-ZIP	<b>FARMINGTON CT</b>	5.4 CITY-ST-ZIP	<b>Farmington, CT 06032</b>
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WEBB, JAMES W.</b>	6.2 NAME	
STREET ADDRESS	<b>9 FARM SPRINGS DRIVE</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FARMINGTON CT</b>	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: James W. Webb, James W. Webb, Vice President, 14 April 98 (860) 674-6600

CR2E034 (10/97)