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Jul 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000001658 (2)
 1. Corporation Name
PFG DISTRIBUTION COMPANY



Principal Place of Business 980 HARVEST DR SUITE 200 BLUE BELL PA 19422	Mailing Address 980 HARVEST DR SUITE 200 BLUE BELL PA 19422
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	3. Date Incorporated or Qualified 04/05/1995 4. FEI Number 23-2795977 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 checked="" type="checkbox"/> No
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD PLANTATION FL 33324	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
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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	D HOWE, ROBERT M	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWE, ROBERT M	1.2 NAME	SEE ATTACHED
STREET ADDRESS	980 HARVEST DR, SUITE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	1.4 CITY-ST-ZIP	
TITLE	SD HILLMAN, JOHN K.	2.1 TITLE	
NAME	HILLMAN, JOHN K.	2.2 NAME	SEE ATTACHED
STREET ADDRESS	980 HARVEST DR, SUITE 200	2.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	2.4 CITY-ST-ZIP	
TITLE	PD WHITE, ALAN S.	3.1 TITLE	
NAME	WHITE, ALAN S.	3.2 NAME	SEE ATTACHED
STREET ADDRESS	980 HARVEST DR., SUITE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	3.4 CITY-ST-ZIP	
TITLE	Y CHICHESTER, RICHARD L.	4.1 TITLE	
NAME	CHICHESTER, RICHARD L.	4.2 NAME	SEE ATTACHED
STREET ADDRESS	980 HARVEST DR., SUITE 200	4.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	SEE ATTACHED
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	SEE ATTACHED
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

CR2E034 (10/97)

ADDENDUM TO ANNUAL REPORT

PFG Distribution Company
980 Harvest Drive, Suite 200
Blue Bell, PA 19422

FTIN: 23-2795977

Officers and Directors of the Corporation:

Susan M. Oberlies, President, General Counsel and Assistant Secretary

Residence Addr: 439 Abington Ave
Glenside, PA 19038
Business Addr: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Susan M. Oberlies, Director

Residence Addr: 439 Abington Ave
Glenside, PA 19038
Business Addr: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

John K. Hillman, Vice President and Secretary

Residence Addr: 775 Morris Road
Blue Bell, PA 19422
Business Addr: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

John K. Hillman, Director

Residence Addr: 775 Morris Road
Blue Bell, PA 19422
Business Addr: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Kent C. Keim, Treasurer

Residence Addr: 115 Dudley Ave.
Narberth, PA 19072
Business Addr: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Richard A. Spellman, Director

Residence Addr: 705 North 57th Ave.
Omaha, NE 68132
Business Addr: 8801 Indian Hills Drive
Omaha, NE 68114