

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
 Jul 29 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F97000003171 (2)
 1. Corporation Name
 PRUDENTIAL DIRECT INC.



Principal Place of Business: 213 WASHINGTON STREET, NEWARK NJ 07102
 Mailing Address: 213 WASHINGTON STREET, NEWARK NJ 07102

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 06/17/1997

4. FEI Number: 58-1335671 Applied For: Not Applicable

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, 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, 85 Zip Code: FL

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KIRK, BRYANT W	1.2 NAME	
STREET ADDRESS	8 BENTLEY WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	LONG VALLEY NJ	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAVALLATO, MICHAEL G	2.2 NAME	
STREET ADDRESS	9 ABRAHAM ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	WHITEHOUSE STATION NJ	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GORDON, KIMBERLY M	3.2 NAME	
STREET ADDRESS	36 GREAT OAK DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	SHORT HILLS NJ	3.4 CITY-ST-ZIP	
TITLE	AT	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DOUGHERTY, LINDA S	4.2 NAME	Charles E. Chaplin
STREET ADDRESS	3351 WASHINGTON BLVD	4.3 STREET ADDRESS	17 Ridge Rd.
CITY-ST-ZIP	JERSEY CITY NJ	4.4 CITY-ST-ZIP	Summit, NJ 07901
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SIDEL, BARRETT N	5.2 NAME	Christine Howard
STREET ADDRESS	9 LINDEN LANE	5.3 STREET ADDRESS	23 Sandpiper Lane
CITY-ST-ZIP	SIMSBURY CT	5.4 CITY-ST-ZIP	Sea Bright, NJ 07760
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLOBY, ROBERT A	6.2 NAME	
STREET ADDRESS	18 LORI STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	SPOTSWOOD NJ	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: *Michael G. Lavallato* 7/14/98

CR2E034 (5/98)