

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

**FILED**  
**Apr 29 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 # P40558 (9)**  
 1. Corporation Name  
**THE POTOMAC INSURANCE COMPANY OF ILLINOIS**



Principal Place of Business <b>2455 CORPORATE WEST DRIVE                  LISLE IL 60532                  US</b>	Mailing Address <b>436 WALNUT ST.                  PHILADELPHIA PA 19105</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> 2. Principal Place of Business	<b>26</b> 2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>25</b> Country	<b>30</b> Country

<b>3.</b> Date Incorporated or Qualified <b>09/21/1992</b>	
<b>4.</b> FEI Number <b>23-2182777</b>	Applied For Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
<b>8.</b> 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	

**9. Name and Address of Current Registered Agent**

**BOWDEN, ELIZABETH  
 2801 WESTHALL LANE  
 MAITLAND FL 32751**

**10. Name and Address of New Registered Agent**

<b>81</b> Name	
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)	
<b>83</b>	
<b>84</b> City	<b>85</b> 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 *Elizabeth Bowden* **4/21/98**  
 Signature typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating.) DATE

**12. OFFICERS AND DIRECTORS**

TITLE	<b>DC</b>	<input type="checkbox"/> DELETE
NAME	<b>FARNAM, WALTER EDWARD</b>	
STREET ADDRESS	<b>800 SLEEPY HOLLOW DR.</b>	
CITY-ST-ZIP	<b>NEWTOWN SQUARE PA</b>	
TITLE	<b>DVC</b>	<input type="checkbox"/> DELETE
NAME	<b>DYEN, RANDALL E</b>	
STREET ADDRESS	<b>436 WALNUT ST.</b>	
CITY-ST-ZIP	<b>PHILADELPHIA PA 19105</b>	
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>PINSON, M F III</b>	
STREET ADDRESS	<b>2455 CORPORATE WEST DRIVE</b>	
CITY-ST-ZIP	<b>LISLE IL 09</b>	
TITLE	<b>ACS</b>	<input type="checkbox"/> DELETE
NAME	<b>HORN, LINDA C</b>	
STREET ADDRESS	<b>436 WALNUT ST.</b>	
CITY-ST-ZIP	<b>PHILADELPHIA PA 19105</b>	
TITLE	<b>P</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>COYNE, FRANCIS JOSEPH</b>	
STREET ADDRESS	<b>102 VICTORIA CT.</b>	
CITY-ST-ZIP	<b>DOWNINGTOWN PA</b>	
TITLE	<b>VP</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>MC LOONE, MICHAEL EUGENE</b>	
STREET ADDRESS	<b>17 EAST CHESTNUT AVE.</b>	
CITY-ST-ZIP	<b>MERCHANTVILLE NJ</b>	

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>1.1</b> TITLE	<b>DCP</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>1.2</b> NAME	<b>Farnam, Walter Edward</b>	
<b>1.3</b> STREET ADDRESS	<b>436 Walnut Street</b>	
<b>1.4</b> CITY-ST-ZIP	<b>Philadelphia, PA 19106</b>	
<b>2.1</b> TITLE	<b>S</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>2.2</b> NAME		
<b>2.3</b> STREET ADDRESS		
<b>2.4</b> CITY-ST-ZIP		
<b>3.1</b> TITLE	<b>D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>3.2</b> NAME	<b>Nancy K. Rochwick</b>	
<b>3.3</b> STREET ADDRESS	<b>2455 Corporate West Drive</b>	
<b>3.4</b> CITY-ST-ZIP	<b>Lisle, IL 60532</b>	
<b>4.1</b> TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>4.2</b> NAME		
<b>4.3</b> STREET ADDRESS		
<b>4.4</b> CITY-ST-ZIP		
<b>5.1</b> TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>5.2</b> NAME		
<b>5.3</b> STREET ADDRESS		
<b>5.4</b> CITY-ST-ZIP		
<b>6.1</b> TITLE	<b>DVT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>6.2</b> NAME	<b>Naughton, John J.</b>	
<b>6.3</b> STREET ADDRESS	<b>436 Walnut Street</b>	
<b>6.4</b> CITY-ST-ZIP	<b>Philadelphia, PA 19106</b>	

**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)

*P 115 D*