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Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000100573 (0)

1. Corporation Name
ALLIED/PSM, INC.



Principal Place of Business: C/O URDANG & ASSOC. REAL ESTATE ADVISORS
630 WEST GERMANTOWN PIKE, SUITE 321
PLYMOUTH MEETING PA 19462

Mailing Address: C/O URDANG & ASSOC. REAL ESTATE ADVISORS
630 WEST GERMANTOWN PIKE, SUITE 321
PLYMOUTH MEETING PA 19462-1074

3. Date Incorporated or Qualified: 12/12/1996
3a. Date of Last Report: [Blank]
4. FEI Number: 23-2878798
Applied For: [Blank] / 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 has liability for intangible tax under s. 199.032, Florida Statutes: [] Yes [] No

2. Principal Place of Business: [Blank]
2a. Mailing Address: [Blank]
21. Suite, Apt. #, etc.: [Blank]
26. Suite, Apt. #, etc.: [Blank]
22. City & State: [Blank]
27. City & State: [Blank]
23. Zip: [Blank] Country: [Blank]
28. Zip: [Blank] Country: [Blank]
24. [Blank] 25. [Blank] 29. [Blank] 30. [Blank]

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name: [Blank]
82 Street Address (P.O. Box Number is Not Acceptable): [Blank]
83 [Blank]
84 City: [Blank] FL 85 Zip Code: [Blank]

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

Signature of incorporator, director, officer, or trustee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE: D [] DELETE
NAME: URDANG, E. SCOTT
STREET ADDRESS: 630 WEST GERMANTOWN PIKE, SUITE 321
CITY-ST-ZIP: PLYMOUTH MEETING PA 19462

TITLE: [] DELETE
NAME: [Blank]
STREET ADDRESS: [Blank]
CITY-ST-ZIP: [Blank]

TITLE: [] DELETE
NAME: [Blank]
STREET ADDRESS: [Blank]
CITY-ST-ZIP: [Blank]

TITLE: [] DELETE
NAME: [Blank]
STREET ADDRESS: [Blank]
CITY-ST-ZIP: [Blank]

TITLE: [] DELETE
NAME: [Blank]
STREET ADDRESS: [Blank]
CITY-ST-ZIP: [Blank]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: DP [X] Change [] Addition
1.2 NAME: [Blank]
1.3 STREET ADDRESS: [Blank]
1.4 CITY-ST-ZIP: [Blank]

2.1 TITLE: Vs [] Change [X] Addition
2.2 NAME: Blum, David J
2.3 STREET ADDRESS: 630 W. Germantown Pike, Suite 321
2.4 CITY-ST-ZIP: Plymouth Meeting, PA 19462

3.1 TITLE: V [] Change [X] Addition
3.2 NAME: Novick, Steven C.
3.3 STREET ADDRESS: 630 W. Germantown Pike, Suite 321
3.4 CITY-ST-ZIP: Plymouth Meeting, PA 19462

4.1 TITLE: V [] Change [X] Addition
4.2 NAME: Sanfilippo, Vincent
4.3 STREET ADDRESS: 630 W. Germantown Pike, Suite 321
4.4 CITY-ST-ZIP: Plymouth Meeting, PA 19462

5.1 TITLE: [Blank] [] Change [] Addition
5.2 NAME: [Blank]
5.3 STREET ADDRESS: [Blank]
5.4 CITY-ST-ZIP: [Blank]

6.1 TITLE: [Blank] [] Change [] Addition
6.2 NAME: [Blank]
6.3 STREET ADDRESS: [Blank]
6.4 CITY-ST-ZIP: [Blank]

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 included 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 appointment with an address.

SIGNATURE: *David J. Blum* David J. Blum 3-24-97 (610) 834-9500

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0011966

CR2E034 (9/96)