

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

FILED
May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 800568 (8)

1. Corporation Name
COLONIAL PENN FRANKLIN INSURANCE COMPANY



Principal Place of Business 399 MARKET STREET C/O TAX DEPARTMENT- 5TH FLOOR PHILADELPHIA PA 19181 US	Mailing Address 399 MARKET STREET C/O TAX DEPARTMENT- 5TH FLOOR PHILADELPHIA PA 19181-0001 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 11/29/1913	3a. Date of Last Report 05/01/1996
4. FEI Number 22-1721971	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER
 CAPITOL BLDG
 TALLAHASSEE, FL 32304**

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

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

TITLE	V	<input type="checkbox"/> DELETE
NAME	BOYLE, JOSEPH M.	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	VI	<input checked="" type="checkbox"/> DELETE
NAME	SHERMAN, DAVID K	
STREET ADDRESS	315 PARK AVENUE SOUTH	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PETTIT, RICHARD G.	
STREET ADDRESS	399 MARKET STREET	
CITY-ST-ZIP	PHILADELPHIA, PA 00000	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	HERRMAN, BARBARA A.	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SENTNER, TIMOTHY C.	
STREET ADDRESS	399 MARKET STREET	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	CPD	<input type="checkbox"/> DELETE
NAME	WULSIN, HENRY H	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	V/TICFOLD STEPHEN T. LIST
2.3 STREET ADDRESS	2650 AUDUBON RD
2.4 CITY-ST-ZIP	NORRISTOWN, PA 19403
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	V/S CHRISTINE E. BANCHERI
4.3 STREET ADDRESS	2650 AUDUBON ROAD
4.4 CITY-ST-ZIP	NORRISTOWN, PA 19403
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	P/CEOID HENRY H. WULSIN
6.3 STREET ADDRESS	2650 AUDUBON RD
6.4 CITY-ST-ZIP	NORRISTOWN, PA 19403

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 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 recipient 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: **TIMOTHY C. SENTNER** 4/25/97 215/928-6423

CR2E034 (9/96)