

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

Sep 23 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 # 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
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 2650 Audubon Road
 Suite, Apt. #, etc.
 22 City & State
 23 Norristown, Pennsylvania
 Zip Country
 24 19403 25 USA

2a. Mailing Address
 26 2650 Audubon Road
 Suite, Apt. #, etc.
 27 c/o Legal Department
 City & State
 28 Norristown, Pennsylvania
 Zip Country
 29 19403 30 USA

3. Date Incorporated or Qualified
 11/29/1913
 4. FEI Number 22-1721971 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

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 FL 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when re-registering)

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	V	DELETE
NAME	BOYLE, JOSEPH M.	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	VTCD	<input checked="" type="checkbox"/> DELETE
NAME	LIST, STEPHEN T	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	PETITT, RICHARD G.	
STREET ADDRESS	399 MARKET STREET	
CITY-ST-ZIP	PHILADELPHIA, PA 00000	
TITLE	VS	DELETE
NAME	BANCHERI, CHRISTINE E	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	SENTNER, TIMOTHY C.	
STREET ADDRESS	399 MARKET STREET	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	PCD	DELETE
NAME	WULSIN, HENRY H	
STREET ADDRESS	2650 AUDUBON RD	
CITY-ST-ZIP	NORRISTOWN PA	

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	T Jeffrey I. Hugonin
2.3 STREET ADDRESS	12521 Amershire Lane
2.4 CITY-ST-ZIP	Glen Allen, Virginia
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 type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 *Christine E. Bancheri* 11/29/98 19403 2103

CR2E034 (5/98)