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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 # 818935 (9)
1. Corporation Name
PROVIDENTMUTUAL LIFE AND ANNUITY COMPANY OF AMERICA



Principal Place of Business: 300 CONTINENTAL DR, NEWARK DE 19713-4399 US
Mailing Address: P.O. BOX 15780, WILMINGTON DE 19850-5780 US

3. Date Incorporated or Qualified: 08/05/1965
3a. Date of Last Report: 03/05/1996
4. FEI Number: 23-1619082
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$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: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
INSURANCE COMMISSIONER
CAPITOL BLDG.
TALLAHASSEE FL. FL

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS
V PITTS, RICHARD D 1800 MARKET STREET PHILADELPHIA PA
PD ROWELL, LESTER J. JR 1800 MARKET ST PHILADELPHIA, PA 00000
S LOESCHE, WILLIAM P 1800 MARKET STREET PHILADELPHIA, PA 00000
V WHITE, STEPHEN L 1800 MARKET ST PHILADELPHIA, PA 00000
T GATTA, ROSANNE 1800 MARKET ST PHILADELPHIA, PA 00000
VD INGRAM, DAVID NURNEY 1800 MARKET ST PHILADELPHIA PA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
Delete
President Robert William Kloss 1050 Westlakes Drive Berwyn, PA 19312-2419
Secretary Mary Diane Koken 1050 Westlakes Drive Berwyn, PA 19312-2419
Vice President & Actuary Stephen Locke White 1050 Westlakes Drive Berwyn, PA 19312-2419
Treasurer Rosanne Gatta 1050 Westlakes Drive Berwyn, PA 19312-2419
Vice President & Actuary Alan Furness Hinkle 1050 Westlakes Drive Berwyn, PA 19312-2419

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 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: Alan Furness Hinkle 2/20/97 (610) 407-1033

CR2E034 (9/96)