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**May 16 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 # 846783 (9)
 1. Corporation Name
METROPOLITAN GROUP PROPERTY AND CASUALTY INSURANCE COMPANY



Principal Place of Business 700 QUAKER LANE P. O. BOX 350 WARWICK RI 02887	Mailing Address 700 QUAKER LANE P. O. BOX 350 WARWICK RI 02887-0350
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3. Date Incorporated or Qualified 08/21/1980	3a. Date of Last Report 05/01/1996
4. FEI Number 13-2915260	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
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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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9. Name and Address of Current Registered Agent
**FLORIDA STATE INSURANCE COMMISSIONER
 THE CAPITOL
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. State	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

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BLACKWELL, RICHARD M	
STREET ADDRESS	ONE MADISON AVE	
CITY - ST - ZIP	NEW YORK NY	
TITLE	C	<input type="checkbox"/> DELETE
NAME	NAGLER, STEWART GORDON	
STREET ADDRESS	ONE MADISON AVE	
CITY - ST - ZIP	NEW YORK NY	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CAVANAGH, DANIEL J.	
STREET ADDRESS	700 QUAKER LANE	
CITY - ST - ZIP	WARWICK RI	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	BERSTEIN, RICHARD W.	
STREET ADDRESS	700 QUAKER LANE	
CITY - ST - ZIP	WARWICK RI	
TITLE	SRV	<input type="checkbox"/> DELETE
NAME	LOMBARDO, JOHN S.	
STREET ADDRESS	700 QUAKER LANE	
CITY - ST - ZIP	WARWICK RI	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	WILLIAMSON, ANTHONY J.	
STREET ADDRESS	ONE MADISON AVE	
CITY - ST - ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	TWEEDIE, JOHN H.	
1.3 STREET ADDRESS	ONE MADISON AVENUE	
1.4 CITY - ST - ZIP	NEW YORK, NY 10010	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	HENRIKSON, ROBERT C.	
2.3 STREET ADDRESS	ONE MADISON AVENUE	
2.4 CITY - ST - ZIP	NEW YORK, NY 10010	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	HODGMAN, JEFFREY J.	
3.3 STREET ADDRESS	ONE MADISON AVENUE	
3.4 CITY - ST - ZIP	NEW YORK, NY 10010	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MOYNAHAN JR., JOHN D.	
4.3 STREET ADDRESS	ONE MADISON AVENUE	
4.4 CITY - ST - ZIP	NEW YORK, NY 10010	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	BELLER, GARY A.	
5.3 STREET ADDRESS	ONE MADISON AVENUE	
5.4 CITY - ST - ZIP	NEW YORK, NY 10010	
6.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	McSWEENEY, JOHN J.	
6.3 STREET ADDRESS	200 PARK AVENUE	
6.4 CITY - ST - ZIP	NEW YORK, N Y 10166	

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: *Margaret A. Rody* **MARGARET A. RODY** **04/29/97** **(401)827-2563**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

METROPOLITAN GROUP PROPERTY AND CASUALTY INSURANCE COMPANY

V
BUFFUM, SUSAN
ONE MADISON AVENUE
NEW YORK, NY 10010

ADDITION

V
ROBERT W. HARVEY
700 QUAKER LANE, P.O. BOX 350
WARWICK, RHODE ISLAND 02887

ADDITION

V
TRANI, ANTHONY F.
ONE MADISON AVENUE
NEW YORK, NY 10010

ADDITION