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Secretary of State

04-22-1999 90159 047 ***158.75

PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 857987

1. Corporation Name
PRUCO SECURITIES CORPORATION



| | |
|---------------------------------------|---------------------------------------|
| Principal Place of Business | Mailing Address |
| 751 BROAD ST NEWARK NJ 07102 US | 751 BROAD ST NEWARK NJ 07102 US |

DO NOT WRITE IN THIS SPACE

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

| | |
|---|--|
| 3. Date Incorporated or Qualified | Applied For |
| 10/04/1983 | Not Applicable |
| 4. FEI Number | Applied For |
| 22-1921421 | Not Applicable |
| 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| <input checked="" type="checkbox"/> | |
| 6. Election Campaign Financing Trust Fund Contribution | \$5.00 May Be Added to Fees |
| <input type="checkbox"/> | |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input type="checkbox"/> No |

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

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

| | | |
|----------------|----------------------|--|
| TITLE | VP | <input type="checkbox"/> DELETE |
| NAME | WILSON, GORDON | |
| STREET ADDRESS | 751 BROAD ST | |
| CITY-ST-ZIP | NEWARK NJ 07102 | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | CAUFIELD, E. MICHAEL | |
| STREET ADDRESS | 751 BROAD ST | |
| CITY-ST-ZIP | NEWARK NJ 07102 | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | MAHONEY, JOSEPH | |
| STREET ADDRESS | 751 BROAD STREET | |
| CITY-ST-ZIP | NEWARK NH 07102 | |
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | TOPP, RICHARD A | |
| STREET ADDRESS | 751 BROAD STREET | |
| CITY-ST-ZIP | NEWARK NJ 07102 | |
| TITLE | VP | <input type="checkbox"/> DELETE |
| NAME | FRAWLEY, KEVIN | |
| STREET ADDRESS | 751 BROAD STREET | |
| CITY-ST-ZIP | NEWARK NJ 07102 | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | CHAPLIN, C EDWARD | |
| STREET ADDRESS | 751 BROAD ST | |
| CITY-ST-ZIP | NEWARK NJ 07102 | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|--------------------------|--|
| 1.1 TITLE | D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | Wilson, Gordon | |
| 1.3 STREET ADDRESS | 751 Broad Street | |
| 1.4 CITY-ST-ZIP | Newark, New Jersey 07102 | |
| 2.1 TITLE | D | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME | Price, James D | |
| 2.3 STREET ADDRESS | 751 Broad Street | |
| 2.4 CITY-ST-ZIP | Newark, New Jersey 07102 | |
| 3.1 TITLE | C/D | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Avery, Jr., James | |
| 3.3 STREET ADDRESS | 751 Broad Street | |
| 3.4 CITY-ST-ZIP | Newark, New Jersey 07102 | |
| 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 | | <input 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, with all other like empowered.

SIGNATURE: *Richard A. Topp*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 11, 1999 Date
 973-802-8732 Daytime Phone #

CR2E034 (1/98)

857981
389872-90159-47

Pruco Securities Corporation
Officers

| Name | Title | Address | City | State | Zip | Appointment Date |
|-----------------------|------------------------|---------------------|--------------|--------------|------------|--------------------------------------|
| James J. Avery, Jr. | Chairman of the Board | 751 Broad Street | Newark | NJ | 07102 | 11/3/97 |
| Clifford E. Kirsch | C.L.O./Secretary | 751 Broad Street | Newark | NJ | 07102 | 4/24/95(C.L.O.) 5/1/96(Secretary) |
| Charles A. McGee | Comptroller and C.F.O. | 751 Broad Street | Newark | NJ | 07102 | 11/11/97 |
| Richard A. Topp | President | 751 Broad Street | Newark | NJ | 07102 | 8/15/96 |
| Kevin Frawley | V.P./C.C.O. | 751 Broad Street | Newark | NJ | 07102 | 8/15/96 |
| Peg Byrne | V.P./Chief Auditor | 751 Broad Street | Newark | NJ | 07102 | 4/7/98 |
| Robert Kloby | Vice President | 751 Broad Street | Newark | NJ | 07102 | 10/15/96 |
| Gordon Wilson | Vice President | 751 Broad Street | Newark | NJ | 07102 | 6/30/94 |
| Jeffrey M. Goldberg | Vice President | One New York Plaza | New York | NY | 10292 | 12/16/98 |
| Jerry L. Roberts | Regional V.P. | 6757 Arapho St. | Dallas | TX | 75248 | 12/1/96 |
| C. Edward Chaplin | Treasurer | 751 Broad Street | Newark | NJ | 07102 | 1/31/96 |
| Raymond H. Goslin | Asst. Comptroller | 751 Broad Street | Newark | N | 07102 | 4/9/98 |
| Janice Pavlou | Asst. Comptroller | 751 Broad Street | Newark | NJ | 07102 | 10/10/95 |
| Paul F. Blinn | Asst. Treasurer | 751 Broad Street | Newark | NJ | 07102 | 12/5/88 |
| James J. Straine | Asst. Treasurer | 751 Broad Street | Newark | NJ | 07102 | 7/21/93 |
| Kathleen C. Hoffman | Asst. Treasurer | 751 Broad Street | Newark | NJ | 07102 | 1/25/94 |
| Robert Montellione | Asst. Treasurer | 751 Broad Street | Newark | NJ | 07102 | 2/5/95 |
| Robert Moos | Asst. Treasurer | 751 Broad Street | Newark | NJ | 07102 | 4/6/95 |
| Patricia E. Christian | Asst. Secretary | 751 Broad Street | Newark | NJ | 07102 | 2/3/95 |
| Jurlease Wilson | Asst. Secretary | Raritan Center One | Edison | NJ | 08837 | 7/30/92 |
| Steven Joubert | Asst. Secretary | 751 Broad Street | Newark | NJ | 07102 | 4/14/93 |
| Mary Jo Reich | Asst. Secretary | 751 Broad Street | Newark | NJ | 07102 | 2/28/94 |
| Walter D. Biles | Asst. Secretary | 9710 B Sam Furr Rd. | Huntersville | NC | 28078 | 7/21/95 |
| Thomas Castano | Asst. Secretary | 751 Broad Street | Newark | NJ | 07102 | 5/1/96 |

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Pruco Securities Corporation

Directors

| <u>Name</u> | <u>Title</u> | <u>Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | <u>Appointment Date</u> |
|---------------------|------------------------------------|------------------------|--------------------|---------------------|-------------------|------------------------------------|
| James J. Avery, Jr. | Chairman of the Board/ Director | 751 Broad Street | Newark | NJ | 07102 | 11/3/1997(C.O.B.) 5/24/96(Dir.) |
| Gordon Wilson | Director | 751 Broad Street | Newark | NJ | 07102 | 12/4/98 |
| James D. Price | Director | 199 Water St. 34th fl. | New York | NY | 10292 | 11/3/97 |
| Richard A. Topp | Director | 751 Broad Street | Newark | NJ | 07102 | 8/15/96 |