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1997 JUL 16 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # F93000005291  
1. Corporation Name

NATIONAL UNDERWRITERS OF DELAWARE, INC.

|                                                                                              |                                                                                  |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Principal Place of Business<br>7901 4TH STREET NORTH<br>SUITE 200<br>ST. PETERSBURG FL 33702 | Mailing Address<br>7901 4TH STREET NORTH<br>SUITE 200<br>ST. PETERSBURG FL 33702 |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|

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

|                                                                                                                                                            |                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| 3. Date Incorporated or Qualified<br>11/19/93                                                                                                              | 3a. Date of Last Report<br>05/01/96 |
| 4. FEI Number<br>35-1903725                                                                                                                                | Applied For<br>Not Applicable       |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/>                                                                                       | \$8.75 Additional Fee Required      |
| 6. Election Campaign Financing<br>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

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

|                                                       |             |
|-------------------------------------------------------|-------------|
| 81 Name                                               | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | FL          |

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's signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |                           | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                              |
|----------------------------|---------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | C,D                       | 1.1 TITLE                                             | 700002239947                                                                 |
| NAME                       | WALL, KARL J              | 1.2 NAME                                              | -07/16/97--01101--016                                                        |
| STREET ADDRESS             | 700 1ST AVENUE SOUTH      | 1.3 STREET ADDRESS                                    | ****558.75 ****558.75                                                        |
| CITY-ST-ZIP                | TIERRA VERDE FL 33715     | 1.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | P,T,D                     | 2.1 TITLE                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | MCNALLY, JOSEPH W         | 2.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                           | 2.3 STREET ADDRESS                                    | 754 PINELLAS BAYWAY                                                          |
| CITY-ST-ZIP                |                           | 2.4 CITY-ST-ZIP                                       | TIERRA VERDE FL 33715                                                        |
| TITLE                      | V,D                       | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | READ, WAYNE A             | 3.2 NAME                                              |                                                                              |
| STREET ADDRESS             | 3732 BRAMBLEWOOD COURT    | 3.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | LAND O' LAKES FL 34639    | 3.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | V,D                       | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | REINKING, LINDA L         | 4.2 NAME                                              |                                                                              |
| STREET ADDRESS             | 2218 BIRCHBARK TRAIL      | 4.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | CLEARWATER FL 34623       | 4.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | V,S                       | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | BALKAN, THOMAS J          | 5.2 NAME                                              |                                                                              |
| STREET ADDRESS             | 172 DEVON DRIVE           | 5.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | CLEARWATER BEACH FL 34630 | 5.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      |                           | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |                           | 6.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                           | 6.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                |                           | 6.4 CITY-ST-ZIP                                       |                                                                              |

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: Thomas J. Balkan

7/15/97 (813) 577-3771 (x28)

CR2E034 (9/96)