

Document Number Only
F9500000351

C T CORPORATION SYSTEM
 Requestor's Name
 1311 Executive Center Drive, Ste. 200
 Address
 Indianapolis, IN 46201 (904) 656-0290
 City State Zip Phone

CORPORATION(S) NAME

SECRET
 DIVISION OF REVENUE
 95 JUN 23 PM 12:43

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Updater	_____
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Acknowledgment	_____
W.P. Verifier	_____

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. LifeMark Services, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. December 22, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 23-2793189
(Federal Employer Identification number, if applicable)

6. Open Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 980 Harvest Drive, Ste. 200, Blue Bell, Pennsylvania 19422
(Current mailing address)

8. Life Insurance Agency
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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D. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 23 11 11 AM '95

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

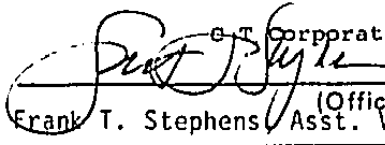
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:


C T Corporation System
Frank T. Stephens (Officer)
Asst. V.P.

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. John M. Howe 1/12/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert M. Howe, President

(Name and capacity of person signing application)

LifoMark Services, Inc.

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DIVISION OF CORPORATIONS
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NAMES

BUSINESS ADDRESS

Robert M. Howe
President/Director
SS #190-38-4846

980 Harvest Drive, Ste. 200
Blue Bell, PA 19422

John K. Hillman
VP/Treas/Director
SS #176-52-3135

980 Harvest Drive, Ste. 200
Blue Bell, PA 19422

George J. Schreiber
Secy/Director
SS #193-24-8174

980 Harvest Drive, Ste. 200
Blue Bell, PA 19422

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFEMARK SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
E. J. FREEL
01-19-95



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

7378404

DATE

01-19-95

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
 1311 Executive Center Drive, Ste. 200
 Address
 Tallahassee, FL 32301 (904) 656-0290
 City State Zip Phone

800001458148
 -04/11/95--01036--036
 *****35.00 *****35.00

CORPORATION(S) NAME

None
Change
Amend
 lifemark Services, Inc.
 changed name to:
 Philadelphia Financial Group, Inc.

- | | | |
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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
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Name	<i>ADH</i>
Availability	<i>4/11/95</i>
Document Examiner	<i>ADH</i>
Updater	<i>ADH</i>
Verifier	<i>ADH</i>
Acknowledgment	<i>ADH</i>
W.P. Verifier	<i>ADH</i>

3:00
4/11/95

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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

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APR 11 AM 11:21
1995

SECTION I (1-3 must be completed)

1. LifeMark Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 1/23/95

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

March 9, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

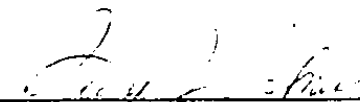
Philadelphia Financial Group, Inc.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

 3/20/95
Signature Date
Name and Title
George J. Schreiber, Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "LIFEMARK SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PHILADELPHIA FINANCIAL GROUP, INC.", THE NINTH DAY OF MARCH, A.D. 1995, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

7452817

DATE

03-28-95

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