

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000000351 (5)

1. Corporation Name
PHILADELPHIA FINANCIAL GROUP, INC.



Principal Place of Business: **980 HARVEST DRIVE, STE. 200 BLUEBELL PA 19422**
 Mailing Address: **980 HARVEST DRIVE, STE. 200 BLUEBELL PA 19422-1061**

3. Date Incorporated or Qualified: **01/23/1995**
 3a. Date of Last Report: **05/01/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	23-2793189	Not Applicable
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 City & State	28 City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country
		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	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81 Name
	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City
	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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWE, ROBERT M	1.2 NAME	
STREET ADDRESS	980 HARVEST DR., STE. 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILLMAN, JOHN K	2.2 NAME	
STREET ADDRESS	980 HARVEST DR., STE. 200	2.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITE, ALAN S	3.2 NAME	
STREET ADDRESS	980 HARVEST DR, STE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	BLUE BELL PA	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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: *Richard L. Chichester* **Richard L. Chichester** 4/23/97 (215) 643-6400
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Philadelphia Financial Group, Inc.

Officers:

Howe, Robert M.: Chief Executive Officer

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 225 Ravenscliff
St. Davids, PA 19087

Social Security No.: 190-38-4846

Hillman, John K.: President, Chief Operating Officer and Assistant Secretary

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 775 Morris Road
Blue Bell, PA 19422

Social Security No.: 176-52-3135

White, Alan S.: Vice President, General Counsel and Secretary

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 666 W. Germantown Pike
Plymouth Meeting, PA 19462

Social Security No.: 030-28-9026

Chichester, Richard L.: Vice President, Controller and Treasurer

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 161 North Clinton Street
Doylestown, PA 18901

Social Security No.: 379-64-2299

Ware, John: Executive Vice President-Administration

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 394 Derry Drive
Aston, PA 19014

Social Security No.: 159-46-1368

Fischer, John: Executive Vice President

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 929 Weyman Court
Atlanta, GA 30327

Social Security No.: 210-52-5368

McCarthy, Frank: Vice President-Marketing Support Services

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 1409 Gwynedale Way
Lansdale, PA 19446

Social Security No.: 150-32-6319

Scott, David: Vice President-Advanced Markets

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 313 Wyckford Drive
Perkasie, PA 18944

Social Security No.: 381-52-6909

Mihok, Thomas: Vice President-Marketing

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 222 S. Valley Forge Road
Devon, PA 19333

Social Security No.: 218-68-2344

Lawlor, David: Vice President-Sales

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 28923 Northfield Road
Bay Village, OH 44140

Social Security No.: 296-72-7141

Directors:

Howe, Robert M.:

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 225 Ravenscliff
St. Davids, PA 19087

Social Security No.: 190-38-4846

Hillman, John K.:

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 775 Morris Road
Blue Bell, PA 19422

Social Security No.: 176-52-3135

White, Alan S.:

Business Address: 980 Harvest Drive, Suite 200
Blue Bell, PA 19422

Residence Address: 666 W. Germantown Pike
Plymouth Meeting, PA 19462

Social Security No.: 030-28-9026