

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

**FILED**  
**May 01 1997 8:00am**  
**Secretary of State**

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

**DOCUMENT # F95000002837 (1)**  
 1. Corporation Name  
**UNDERWRITERS & MANAGEMENT SERVICES, INC.**



|  |   |
|--|---|
| Principal Place of Business<br><b>3600 WOODVIEW TRACE, SUITE 301<br/>INDIANAPOLIS IN 46268</b> | Mailing Address<br><b>3600 WOODVIEW TRACE, SUITE 301<br/>INDIANAPOLIS IN 46268-3124</b> |
|--|---|

|  |  |
|--|--|
| 3. Date Incorporated or Qualified<br><b>06/12/1995</b> | 3a. Date of Last Report<br><b>04/24/1996</b> |
|--|--|

|  |   |
|--|---|
| 2. Principal Place of Business<br>21<br>Suite, Apt. #, etc.<br>22<br>City & State<br>23<br>Zip<br>24 | 2a. Mailing Address<br>26<br><b>1700 Magnavox Way</b><br>Suite, Apt. #, etc.<br>27<br><b>P.O. Box 7808</b><br>City & State<br>28<br><b>Fort Wayne, IN</b><br>Zip<br>29<br><b>46801-7808</b> 30<br>Country<br><b>USA</b> |
|--|---|

|  |  |
|--|--|
| 4. FEI Number<br><b>35-1571900</b>   | Applied for<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/>  | <b>\$8.75</b> Additional Fee Required                  |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>  | <b>\$5.00</b> May Be Added to Fees                     |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |  |

9. Name and Address of Current Registered Agent  
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.**  
**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's signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS  |                                   |
|---|-----------------------------------|
| TITLE<br><b>CEO</b> <input checked="" type="checkbox"/> DELETE    | NAME<br><b>SHAHEEN, GABRIEL L</b> |
| STREET ADDRESS<br><b>ONE REINSURANCE PLACE, 1700 MAGNAVOX WAY</b> |                                   |
| CITY-ST-ZIP<br><b>FORT WAYNE IN 46804</b>                         |                                   |
| TITLE<br><b>COO</b> <input type="checkbox"/> DELETE               | NAME<br><b>WALLACE, ANN</b>       |
| STREET ADDRESS<br><b>ONE REINSURANCE PLACE, 1700 MAGNAVOX WAY</b> |                                   |
| CITY-ST-ZIP<br><b>FORT WAYNE IN 46804</b>                         |                                   |
| TITLE<br><b>DV</b> <input checked="" type="checkbox"/> DELETE     | NAME<br><b>HOREIN, JAMES R</b>    |
| STREET ADDRESS<br><b>ONE REINSURANCE PLACE, 1700 MAGNAVOX WAY</b> |                                   |
| CITY-ST-ZIP<br><b>FORT WAYNE IN 46804</b>                         |                                   |
| TITLE<br><b>DV</b> <input type="checkbox"/> DELETE                | NAME<br><b>TYLER, WILLIAM K</b>   |
| STREET ADDRESS<br><b>ONE REINSURANCE PLACE, 1700 MAGNAVOX WAY</b> |                                   |
| CITY-ST-ZIP<br><b>FORT WAYNE IN 46804</b>                         |                                   |
| TITLE<br><b>DV</b> <input type="checkbox"/> DELETE                | NAME<br><b>ALFORD, TIMOTHY J</b>  |
| STREET ADDRESS<br><b>ONE REINSURANCE PLACE, 1700 MAGNAVOX WAY</b> |                                   |
| CITY-ST-ZIP<br><b>FORT WAYNE IN 46804</b>                         |                                   |
| TITLE<br><b>PD</b> <input type="checkbox"/> DELETE                | NAME<br><b>ELLSWORTH, DAVID K</b> |
| STREET ADDRESS<br><b>3600 WOODVIEW TRACE, SUITE 301</b>           |                                   |
| CITY-ST-ZIP<br><b>INDIANAPOLIS IN 46268</b>                       |                                   |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  |                                    |
|--|------------------------------------|
| 1.1 TITLE<br><b>Chairman &amp; CEO/Director</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition     | NAME<br><b>Lawrence T. Rowland</b> |
| 1.3 STREET ADDRESS<br><b>1700 Magnavox Way</b>   |                                    |
| 1.4 CITY-ST-ZIP<br><b>Fort Wayne, IN 46804</b>   |                                    |
| 2.1 TITLE<br><b>V.P. &amp; COO/Director</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition         | NAME                               |
| 2.3 STREET ADDRESS   |                                    |
| 2.4 CITY-ST-ZIP  |                                    |
| 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition  | NAME                               |
| 3.3 STREET ADDRESS   |                                    |
| 3.4 CITY-ST-ZIP  |                                    |
| 4.1 TITLE<br><b>Sr. V.P. &amp; Asst. Treas./Dir</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | NAME                               |
| 4.3 STREET ADDRESS   |                                    |
| 4.4 CITY-ST-ZIP  |                                    |
| 5.1 TITLE<br><b>Sr. V.P./Director</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition               | NAME                               |
| 5.3 STREET ADDRESS   |                                    |
| 5.4 CITY-ST-ZIP  |                                    |
| 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition  | NAME                               |
| 6.3 STREET ADDRESS   |                                    |
| 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:  Mark D. Lemon **4-21-97** (219) 455-4535

CR2E034 (9/96)

**Underwriters & Management Services, Inc.**  
3600 Woodview Trace  
Suite 301  
Indianapolis, Indiana 46268  
35-1571900

All Mail: 1700 Magnavox Way; P.O. Box 7808; Fort Wayne, IN 46801-7808

Officers

| <u>Name</u>   | <u>Business Address</u>  | <u>Residence Address</u>                        |
|---|--|---|
| Chairman and CEO<br>Lawrence T. Rowland<br>392-46-9712                              | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 5025 Litchfield Road<br>Fort Wayne, IN 46835    |
| Vice President and COO<br>Ann Wallace<br>154-46-6572                                | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 9223 Timberline Court<br>Fort Wayne, IN 46804   |
| President<br>David K. Ellsworth<br>374-42-8682                                      | 3600 Woodview Trace<br>Suite 301<br>Indianapolis, IN 46268         | 10989 Windjammer Court<br>Indianapolis, IN      |
| Senior Vice President<br>Timothy J. Alford<br>315-50-4388                           | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 6622 Sweetbrier Drive<br>Fort Wayne, IN 46804   |
| Senior Vice President<br>Brian Fehlhauer<br>387-66-1324                             | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 9814 White Hill Court<br>Fort Wayne, IN 46804   |
| Senior Vice President and<br>Assistant Treasurer<br>William K. Tyler<br>337-36-5795 | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 2929 Buckhurst Run<br>Fort Wayne, IN 46815      |
| Vice President and<br>General Counsel<br>Raymond L. Prosser<br>316-46-5920          | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 3823 Blythewood Place<br>Fort Wayne, IN 46804   |
| Vice President and Treasurer<br>Janet C. Whitney<br>303-54-5250                     | 200 East Berry Street<br>Fort Wayne, IN 46801                      | 10002 Crown Point Drive<br>Fort Wayne, IN 46804 |
| Secretary<br>C. Suzanne Womack<br>307-52-8679                                       | 200 East Berry Street<br>Fort Wayne, IN 46801                      | 5501 Chiswell Run<br>Fort Wayne, IN 46835       |
| Assistant Secretary<br>Mark D. Lemon<br>313-82-4245                                 | One Reinsurance Place<br>1700 Magnavox Way<br>Fort Wayne, IN 46804 | 824 Autumn Ridge Lane<br>Fort Wayne, IN 46804   |