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Apr 10 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 # F96000004391 (6)			
1. Corporation Name PHICO SERVICES COMPANY			
Principal Place of Business ONE PHICO DRIVE PO BOX 2005 MECHANICSBURG PA 17055-0705		Mailing Address ONE PHICO DRIVE PO BOX 2005 MECHANICSBURG PA 17055-0705	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
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		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		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			
(Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP P/CO AGOSTINI, RICHARD J 1019 TUNBRIDGE LANE MECHANICSBURG PA 17055 <input checked="" type="checkbox"/> DELETE		1.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP P/D Barry Persofsky 625 Olde Ventura Farm Road Hummelstown, PA 17036 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
2.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP V YERGER, BRUCE A 2410 RYE CIRCLE MECHANICSBURG PA 17055 <input checked="" type="checkbox"/> DELETE		2.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP V See attached list for additional officers <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
3.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP V CURRY, ROBERT E 29 WINEBERRY DRIVE MECHANICSBURG PA 17055 <input type="checkbox"/> DELETE		3.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition	
4.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP T DESALLE, JAMES L 21 WINDSOR WAY CAMP HILL PA 17011 <input checked="" type="checkbox"/> DELETE		4.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP T Sheryl M. Simmons 1705 Charles Street New Cumberland, PA 17070 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
5.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP S MYERS, ELLEN L 15 LAUREL OAK DRIVE BOILING SPRINGS PA 17007 <input type="checkbox"/> DELETE		5.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition	
6.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP D CREAMER, DONALD R 1808 JAMES ROAD WILLIAMSPORT PA 17701 <input type="checkbox"/> DELETE		6.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP D See attached list for additional Directors <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	



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:  Sheryl M. Simmons
Vice Pres. & Treasurer (717) 766-1122
Ext. 8740

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13. Additional Officers

Home Address

Judith L. Anderson
Sr. Vice President,
Risk/Safety Management

1914 Deer Path Road
Harrisburg, PA 17122

Victoria A. Reider, Esquire
Sr. Vice President, General
Counsel and Asst. Secretary

255 Old Stone House Road
Carlisle, PA 17013

Robert J. Ryan
Vice President,
Claims/Third Party Admin.

2378 Jessamy Court
Harrisburg, PA 17112

Gary J. Schultz, CPA
Sr. Vice President,
Chief Financial Officer

1108 West Powderhorn Road
Mechanicsburg, PA 17055

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<u>13. Additional Directors Name</u>	<u>Home Address</u>
Robert S. Damerjian	733 Willow Grove Avenue Glenside, PA 19038
Robert L. Fletcher	625 Twin Pine Road Pittsburgh, PA 15215
Kevin P. Kearns	99 Fairfax Road Pittsburgh, PA 15221
Robert F. Nation	14 Meadowbrook Lane Elizabethtown, PA 17022
Rocco A. Ortenzio	7 Westwind Drive Lemoyne, PA 17043
John A. Russell	46 Laurel Ridge Road Hershey, PA 17033
Carolyn F. Scanlan	5 Merion Court Hummelstown, PA 17036
Donald W. Spalding	402 Maple Lane Sewickley, PA 15143
Maynard R. Stufft	1208 E. Powderhorn Road Mechanicsburg, PA 17055
David L. Tressler, Sr.	25 Oakford Glen Clarks Summit, PA 18411