

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

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006699 (0)

1. Corporation Name
CONTINUINSURANCE AGENCY, INC.



Principal Place of Business 500 ENTERPRISE RD HORSHAM PA 19044	Mailing Address 500 ENTERPRISE RD HORSHAM PA 19044-3503
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 12/20/1996	3a. Date of Last Report
4. FEI Number 23-2868487	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing 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	
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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 _____ (Signature, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent Signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	D <input type="checkbox"/> DELETE
NAME	BABJAK, ROBERT
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044
TITLE	S <input type="checkbox"/> DELETE
NAME	CARR, EILEEN
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	DANDY, AMY
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044
TITLE	V <input type="checkbox"/> DELETE
NAME	DUFFIELD, ANNE
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044
TITLE	VT <input type="checkbox"/> DELETE
NAME	EGAN, DAN
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044
TITLE	V <input type="checkbox"/> DELETE
NAME	HIGGINS, WILLIAM
STREET ADDRESS	500 ENTERPRISE RD
CITY-ST-ZIP	HORSHAM PA 19044

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	WILLARD, HAL
3.3 STREET ADDRESS	500 ENTERPRISE RD.
3.4 CITY-ST-ZIP	HORSHAM, PA 19044
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	SRV/COUNSEL
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	SRV/T
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 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 _____

CR2E034 (9/96)

4-28-97 215 952-3732

CONTIINSURANCE AGENCY, INC - PRINCIPAL OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Hal Willard	President	500 Enterprise Road Horsham, PA 19044
Anne E. Duffield	Senior Vice President & Counsel	500 Enterprise Road Horsham, PA 19044
Daniel J. Egan	Senior Vice President & Treasurer	500 Enterprise Road Horsham, PA 19044
William Higgins	Vice President	500 Enterprise Road Horsham, PA 19044
Amy Dandy	Vice President	500 Enterprise Road Horsham, PA 19044
Eileen Carr	Secretary	500 Enterprise Road Horsham, PA 19044
Robert J. Babjak	Director	500 Enterprise Road Horsham, PA 19044
Robert A. Major	Director	500 Enterprise Road Horsham, PA 19044
James Wagner	Director	500 Enterprise Road Horsham, PA 19044