

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

FILED
Feb 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J73962 (9)

1. Corporation Name
PREMIER-USI INSURANCE GROUP, INC.

Principal Place of Business 7000 W. PALMETTO PK RD. P. O. BOX 2428 BOCA RATON FL 33427-9428	Mailing Address 7000 W. PALMETTO PK RD. P. O. BOX 2428 BOCA RATON FL 33427-9428
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/21/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2807215	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CRYAN, GREGORY J
 7000 W. PALMETTO PK RD.
 SUITE B-18
 BOCA RATON FL 33427**

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 signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	CRYAN, GREGORY J	
STREET ADDRESS	7000 W. PALMETTO PK RD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	MIZEL, BERNARD H	
STREET ADDRESS	235 PINE STREET, SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	O'CONNOR, MATTHEW J	
STREET ADDRESS	7000 W. PALMETTO PARK ROAD, SUITE B-18	
CITY-ST-ZIP	BOCA RATON FL 33427	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	ADDEO, JOHN	
STREET ADDRESS	470 PARK AVENUE SOUTH, 6TH FLOOR	
CITY-ST-ZIP	NEW YORK NY 10016	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KARP, MICHAEL C	
STREET ADDRESS	TWO SOUTH UNIVERSITY DRIVE, SUITE 220	
CITY-ST-ZIP	PLANTATION FL 33324	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SCARBOROUGH, JAY	
STREET ADDRESS	235 PINE STREET, SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
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 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:  1/30/98 415 263-2105

CP2E034 (10/97)