

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

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 AUG 27 PM 1:44
SECRETARY OF STATE
TALLHASSEE, FLORIDA

DOCUMENT # **5739102**

1. Corporation Name
Premier - USI Insurance Group, Inc.

Principal Place of Business Mailing Address
**7000 W. Palmetto Park Road
P.O. Box 2428
Boca Raton, FL 33427-9428**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
5/21/87

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

9. Name and Address of Current Registered Agent
**Corporation Service Company
1201 Hays Street
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 *Kama R. Duff* DATE 8/27/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President/Director <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Gregory Cryan	1.2 NAME	
STREET ADDRESS	7000 W. Palmetto Park Road	1.3 STREET ADDRESS	
CITY-ST-ZIP	Boca Raton, FL 33427	1.4 CITY-ST-ZIP	
TITLE	CEO/Director <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Mathew J. O'Connor	2.2 NAME	
STREET ADDRESS	7000 W. Palmetto Park Road	2.3 STREET ADDRESS	
CITY-ST-ZIP	Boca Raton, FL 33427	2.4 CITY-ST-ZIP	
TITLE	Vice President <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Wendy Lang	3.2 NAME	
STREET ADDRESS	2 South university Drive, #220	3.3 STREET ADDRESS	
CITY-ST-ZIP	Plantation, FL 33324	3.4 CITY-ST-ZIP	
TITLE	Director/Chairman <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Bernard H. Mizel	4.2 NAME	
STREET ADDRESS	50 California Street, 24th Fl.	4.3 STREET ADDRESS	000002972060--4
CITY-ST-ZIP	San Francisco, CA 94111	4.4 CITY-ST-ZIP	
TITLE	Secretary <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Ernest J. Newborn, II	5.2 NAME	
STREET ADDRESS	50 California Street, 24th Fl.	5.3 STREET ADDRESS	
CITY-ST-ZIP	San Francisco, CA 94111	5.4 CITY-ST-ZIP	
TITLE	Treasurer <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Michael T. Leonard	6.2 NAME	SP
STREET ADDRESS	50 California Street	6.3 STREET ADDRESS	
CITY-ST-ZIP	San Francisco, CA 94111	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, with all other like empowered.

SIGNATURE: *Ernest Newborn Ernest Newborn* DATE 8/25/99 DAYTIME PHONE # 415-263-2161

CR2E034 (1/198)



ACCOUNT NO. : 072100000032
REFERENCE : 355280 7139998
AUTHORIZATION : *Patricia Pijute*
COST LIMIT : \$ 558.75

ORDER DATE : August 26, 1999
ORDER TIME : 11:37 AM
ORDER NO. : 355280-015
CUSTOMER NO: 7139998
CUSTOMER: Ms. Linda Hart
Usi Holdings, Inc.
50 California St.
24th Floor
San Francisco, CA 94111

ANNUAL REPORT FILING

NAME: PREMIER - USI INSURANCE
GROUP, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Pierce

EXAMINER'S INITIALS: _____