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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P02169 (1)

1. Corporation Name

COPELAND FINANCIAL SERVICES, INC.



Principal Place of Business

TWO TOWER CENTER
ATTN: LICENSING
EAST BRUNSWICK NJ 08816

Mailing Address

TWO TOWER CENTER
ATTN: LICENSING
EAST BRUNSWICK NJ 08816

3. Date Incorporated or Qualified

05/24/1984

3a. Date of Last Report

05/01/1995

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 NAME STREET ADDRESS CITY-ST-ZIP

D WEILL, MARC P. 65 EAST 55TH STREET NEW YORK NY DC

D DUGHI, ROBERT C. 9 ROUND HILL ROAD SCOTCH PLAINS NJ

D EVANS, ROBERT E. 192 LINCOLN DRIVE CLASTONBURY CT

D CARUSO, VINCENT J. 46 MEADOW RIDGE AVON CT

D SKINNER, MARK M. 26 HILLTOP TERRACE CHATHAM NJ

DP VLASAVLJEVICH, GEORGE 9 FOX HEDGE ROAD COLTS NECK NJ

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 1 TITLE 12 NAME Please see attached list. Change Addition

13 STREET ADDRESS 14 CITY-ST-ZIP

2 1 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP

525 Valley Road Watchung, NJ 07060

3 1 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP

4 1 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP

5 1 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP

6 1 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

Lori M. Renzulli

Lori M. Renzulli

01/23/96

(908) 214-2015

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (12/95)

COPELAND FINANCIAL SERVICES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Directors

Robert C. Dughi
525 Valley Road
Watchung, NJ 07060

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

George Vlasisavljevich
9 Fox Hedge Road
Colts Neck, NJ 07722

COPELAND FINANCIAL SERVICES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Officers

Robert C. Dughi
525 Valley Road
Watchung, NJ 07060

Chairman of the Board and Chief
Executive Officer

Paul H. Eddy
24 Wellington Heights Road
Avon, CT 06001

Assistant Secretary

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Senior Vice President, General
Counsel, and Secretary

Mark E. Freemyer
62 Cooper Avenue
Dumont, NJ 07628

Vice President

Peter J. Gulia
504 South 22nd Street
Philadelphia, PA 19146

Vice President and Counsel,
Assistant Secretary

Jeffrey R. Hug
12121 Taylor Court
West Windsor, NJ 08648

Vice President, Financial
Administration

Lori M. Renzulli
1040 Schmidt Lane
North Brunswick, NJ 08902

Assistant Secretary

George A. Ryan
One Tower Square
Hartford, CT 06183

Assistant Secretary

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

Executive Vice President

COPELAND FINANCIAL SERVICES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Officers, continued

George Vlasisavljevich
9 Fox Hedge Road
Colts Neck, NJ 07722

President

Michael R. Zarelli
1 Davis Court
Martinsville, NJ 08836

Senior Vice President, Finance,
Chief Financial Officer, and
Treasurer