

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # P02429 (9)
1. Corporation Name
FAIRFIELD GROUP, INC.



Principal Place of Business: 200 GIBRALTAR ROAD HORSHAM PA 19044
Mailing Address: 200 GIBRALTAR ROAD HORSHAM PA 19044

3. Date Incorporated or Qualified: 06/15/1984
3a. Date of Last Report: 05/01/1995
4. FEI Number: 23-2257280
Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt #, etc: 22 City & State: 23 Zip: 24
2a. Mailing Address: 26 Suite, Apt #, etc: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
1201 HAYES 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 City: 84 State: 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 filed if applicable) (If (b)(3), Registered Agent signature required when instituting) DATE: _____

12. OFFICERS AND DIRECTORS
TITLE: D DELETE
NAME: CURLEY, JOHN F. JR.
STREET ADDRESS: 111 S CALVERT ST
CITY-ST-ZIP: BALTIMORE MD
TITLE: PD DELETE
NAME: WALKER, ROBERT J.
STREET ADDRESS: 200 GIBRALTAR ROAD
CITY-ST-ZIP: HORSHAM PA
TITLE: D DELETE
NAME: TABER, EDWARD A. III
STREET ADDRESS: 111 S CALVERT ST
CITY-ST-ZIP: BALTIMORE MD
TITLE: V DELETE
NAME: LESHER, JAMES R.
STREET ADDRESS: 200 GIBRALTAR ROAD
CITY-ST-ZIP: HORSHAM PA
TITLE: V DELETE
NAME: DELANEY, JOHN B.
STREET ADDRESS: 200 GIBRALTAR ROAD
CITY-ST-ZIP: HORSHAM PA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
11 TITLE: Change Addition
12 NAME: Change Addition
13 STREET ADDRESS: Change Addition
14 CITY-ST-ZIP: Change Addition
21 TITLE: Change Addition
22 NAME: Change Addition
23 STREET ADDRESS: Change Addition
24 CITY-ST-ZIP: Change Addition
31 TITLE: Change Addition
32 NAME: Change Addition
33 STREET ADDRESS: Change Addition
34 CITY-ST-ZIP: Change Addition
41 TITLE: Change Addition
42 NAME: Change Addition
43 STREET ADDRESS: Change Addition
44 CITY-ST-ZIP: Change Addition
51 TITLE: Change Addition
52 NAME: Change Addition
53 STREET ADDRESS: Change Addition
54 CITY-ST-ZIP: Change Addition
61 TITLE: Change Addition
62 NAME: Change Addition
63 STREET ADDRESS: Change Addition
64 CITY-ST-ZIP: Change Addition

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 617, Florida Statutes, and that my name appears in Block 12 or Block 13, changed or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 8/12/96
Telephone Prefix #: 215-443-7850

CR2E034 (3/96)