

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

FILED

**May 28 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 # P12431 (3)

1. Corporation Name
EQUISOURCE OF DELAWARE, INC.



Principal Place of Business C/O THE EQUITABLE TAX DEPT. 135 W. 50TH ST., 3RD FLOOR NEW YORK NY 10020	Mailing Address C/O THE EQUITABLE TAX DEPT. 135 W. 50TH ST., 3RD FLOOR NEW YORK NY 10020
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DO NOT WRITE IN THIS SPACE

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
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3. Date Incorporated or Qualified 12/10/1986	4. FEI Number 13-3386036	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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's signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	EVP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRIEDMAN, RICHARD P	1.2 NAME	
STREET ADDRESS	4251 CRUMS MILL ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	HARRISBURG PA	1.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	EVANS, MARY A.	2.2 NAME	RONALD L. CALE
STREET ADDRESS	4251 CRUMS MILL RD	2.3 STREET ADDRESS	4251 Crums Mill Rd
CITY-ST-ZIP	HARRISBURG PA	2.4 CITY-ST-ZIP	Harrisburg, PA
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCNELIS, MICHAEL F.	3.2 NAME	
STREET ADDRESS	787 SEVENTH AVE	3.3 STREET ADDRESS	1290 Ave. of the Americas
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BYRNE, KEVIN R.	4.2 NAME	
STREET ADDRESS	787 SEVENTH AVENUE	4.3 STREET ADDRESS	1290 Ave. of the Americas
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLITZ, HARVEY	5.2 NAME	
STREET ADDRESS	787 SEVENTH AVE	5.3 STREET ADDRESS	1290 Ave. of the Americas
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HANNON, JANET E.	6.2 NAME	
STREET ADDRESS	787 SEVENTH AVE	6.3 STREET ADDRESS	1290 Ave. of the Americas
CITY-ST-ZIP	NEW YORK NY	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.

CP2E034 (10/97)

SIGNATURE _____

EQUISOURCE OF DELAWARE, INC. 13-3386036

PRINCIPAL BUSINESS LOCATION:
488 WHEELERS FARM ROAD - MILFORD, CT 06460

LIST OF DIRECTORS AND OFFICERS

DIRECTORS	RESIDENCE ADDRESS	BUSINESS ADDRESS
PETER R. KORNWEISS S.S. # 125-32-4625	2 Merion Court Hummelstown, PA 17036	4251 Crums Mill Road Harrisburg, PA 17112
HARVEY E. BLITZ S.S. # 365-46-2438	72-19 137th Street Flushing, NY 11367	1290 Ave of the Americas New York, NY 10104
DERRY E. BISHOP S.S. # 061-36-2676	235 W 58th Street Apt 42-m New York, NY 10019	4251 Crums Mill Road Harrisburg, PA 17112
MICHAEL F. MCNELIS S.S. # 107-30-3289	40 Hobley Drive Ridgefield, CT 06877	4251 Crums Mill Road Harrisburg, PA 17112
FREDA FOLCO S.S. # 148-46-9894	6 Chapel Road Mahwah, NJ 07430	4251 Crums Mill Road Harrisburg, PA 17112
MICHAEL S. MARTIN S.S. # 091-38-2230	315 Upper Mountain Ave Upper Mountain, NJ 07043	4251 Crums Mill Road Harrisburg, PA 17112
DENNIS P. SULLIVAN S.S. # 124-58-0158	27 Danella Way Howell, NJ 07731	1290 Ave of the Americas New York, NY 10104
GEOFFREY H. RADBILL S.S. # 166-38-6620	248 W 88th Street Apt 25-b New York, NY 10024	4251 Crums Mill Road Harrisburg, PA 17112
MICHAEL J. RICH S.S. # 260-86-4646	99 Andrew Street Newton, MA 02161	

OFFICERS	RESIDENCE ADDRESS	BUSINESS ADDRESS	OFFICERS	RESIDENCE ADDRESS	BUSINESS ADDRESS
PETER R. KORNWEISS PRESIDENT, CHAIRMAN & CEO S.S. # 125-32-4625	2 Merion Court Hummelstown, PA 17036	4251 Crums Mill Road Harrisburg, PA 17112	GISELA M. JACKSON EXECUTIVE VICE PRESIDENT S.S. # 265-78-7943	406 Black Latch Lane Camp Hill, Pa. 17011	4251 Crums Mill Road Harrisburg, PA 17112
DEBORAH J. BARNHART EXECUTIVE VICE PRESIDENT S.S. # 105-50-9829	4001 Concord Street Harrisburg, PA 17109	4251 Crums Mill Road Harrisburg, PA 17112	PATRICK K. O'SHEA CONTROLLER S.S. # 055-40-0791	32-86 34th Street Apt. 2-b Astoria, NY 11106	135 W 50th Street New York, NY 10020
HARVEY E. BLITZ SENIOR VICE PRESIDENT S.S. # 365-46-2438	72-19 137th Street Flushing, NY 11367	1290 Ave of the Americas New York, NY 10104	WILLIAM SCHOR VP & ASSOC. GEN. COUNSEL S.S. # 081-40-8354	205 W End Ave Apt 9-C New York, NY 10023	1290 Ave of the Americas New York, NY 10104
DENNIS P. SULLIVAN EXECUTIVE VICE PRESIDENT S.S. # 124-58-0158	27 Danella Way Howell, NJ 07731	1290 Ave of the Americas New York, NY 10104	KEVIN R. BYRNE TREASURER S.S. # 212-72-4457	165 Clinton Street Brooklyn, N.Y. 11201	1290 Ave of the Americas New York, NY 10104
RONALD L. CALE VICE PRESIDENT S.S. # 209-50-9749	703 Rowe Lane Harrisburg, PA 17112	4251 Crums Mill Road Harrisburg, PA 17112	JANET E. HANNON SECRETARY S.S. # 062-26-8320	126 Lincoln Ave Mineola, NY 11501	1290 Ave of the Americas New York, NY 10104
RICHARD P. FRIEDMAN EVP & CFO S.S. # 113-34-5413	4 Cedar Road Carlisle, PA 17013	4251 Crums Mill Road Harrisburg, PA 17112	DANIELLE D. WISE VICE PRESIDENT S.S. # 202-42-5545	661 Diane Drive Eiters, PA 17319	4251 Crums Mill Road Harrisburg, PA 17112
MICHAEL S. POMPEI VICE PRESIDENT S.S. # 163-54-4658	938 Norwood Street Harrisburg, PA 17109	4251 Crums Mill Road Harrisburg, PA 17112	JENNIFER E. THORP VICE PRESIDENT S.S. # 056-48-1069	658 Browning Drive Hummelstown, PA 17036	4251 Crums Mill Road Harrisburg, PA 17112