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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90031 047 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # P12431

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



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 12/10/1986

4. FEI Number
 13-3386036

Applied For
 Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

29 Zip Country

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 owes the current year Intangible Personal Property Tax. Yes 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

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 Richard P. Friedman RICHARD P. FRIEDMAN EXEC. VICE PRES. 3/2/99
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	EVP	<input type="checkbox"/> DELETE
NAME	FRIEDMAN, RICHARD P	
STREET ADDRESS	4251 CRUMS MILL ROAD	
CITY-ST-ZIP	HARRISBURG PA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CALE, RONALD L.	
STREET ADDRESS	4251 CRUMS MILL RD	
CITY-ST-ZIP	HARRISBURG PA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCNELIS, MICHAEL F.	
STREET ADDRESS	1290 AVENUE OF THE AMERICAS	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BYRNE, KEVIN R.	
STREET ADDRESS	1290 AVENUE OF THE AMERICAS	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BLITZ, HARVEY	
STREET ADDRESS	1290 AVENUE OF THE AMERICAS	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HANNON, JANET E.	
STREET ADDRESS	1290 AVENUE OF THE AMERICAS	
CITY-ST-ZIP	NEW YORK NY	

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, with all other like empowered.

SIGNATURE: _____ SIGNATURE REQUIRED _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

246-920-90031-47
P12431

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. # 081-36-2675	235 W 56th 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
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. # 260-66-4646	99 Andrew Street Newton, MA 02161	1290 Ave of the Americas New York, NY 10104

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. # 255-78-7943	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 GENERAL COUNSEL S.S. # 081-40-8354	205 W End Ave Apt 9-G 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	125 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 Etters, PA 17319	4251 Crums Mill Road Harrisburg, PA 17112
MICHAEL S. POMPEI VICE PRESIDENT S.S. # 163-54-4558	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
LARRY A. BURFORD EXECUTIVE VICE PRESIDENT					