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FILED

May 06 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # P15594 (5)  
1. Corporation Name  
HARLEYSVILLE-ATLANTIC INSURANCE COMPANY



Principal Place of Business

Mailing Address

24 DRAYTON STREET  
SUITE 400  
SAVANNAH GA 31401  
US

355 MAPLE AVENUE  
HARLEYSVILLE PA 19438-2222  
US

3. Date Incorporated or Qualified 08/14/1987	3a. Date of Last Report 04/29/1996
4. FEI Number 58-1732699	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

FLORIDA INSURANCE COMMISSIONER  
THE CAPITOL BUILDING  
PLAZA LEVEL 11  
TALLAHASSEE FL

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 FL 32301

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	PDCO	<input type="checkbox"/> DELETE
NAME	AYRES, JAMES D	
STREET ADDRESS	2503 RIDGEPOINT CIRCLE	
CITY-ST-ZIP	PLEASANT GARDEN NC	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SMITH, CAPERS F. JR.	
STREET ADDRESS	543 E. 50TH STREET	
CITY-ST-ZIP	SAVANNAH GA	
TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	BATEMAN, WALTER R. II	
STREET ADDRESS	5926 STOVER MILL RD	
CITY-ST-ZIP	DOYLESTOWN PA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CUMMINS, MARK R	
STREET ADDRESS	59 HUNSBERGER ROAD	
CITY-ST-ZIP	TELFORD PA	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	KELLEY, THOMAS C. JR.	
STREET ADDRESS	18 SHAD RIVER ROAD	
CITY-ST-ZIP	SAVANNAH GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RODEN, THOMAS E.	
STREET ADDRESS	119 SAWGRASS ROAD	
CITY-ST-ZIP	BLUE BELL PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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	VP/CFO
2.2 NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
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	S
5.2 NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.3 STREET ADDRESS	Brown, Roger A.
5.4 CITY-ST-ZIP	214 Oakwood Road
6.1 TITLE	Wilmington, DE
6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE:

Mark R. Cummins  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mark R. Cummins

04/24/97

Date

(215) 256-5000

Daytime Phone #

0498533

CR2E034 (9/96)