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Apr 01 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 # P05178 (9)  
1. Corporation Name: HARBOURTON REASSURANCE, INC.



Principal Place of Business: ONE PENN SQUARE WEST 8TH FLOOR PHILADELPHIA PA 19102  
Mailing Address: ONE PENN SQUARE WEST 87 FLOOR PHILADELPHIA PA 19102-4826 US

3. Date Incorporated or Qualified: 03/04/1985  
3a. Date of Last Report: 03/07/1996  
4. FEI Number: 23-2038295  
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 2530 S. Parker Rd. Suite, Apt. #, etc.: Suite 500 City & State: Aurora Colorado Zip: 80014 Country: USA  
2a. Mailing Address: 26 2530 S. Parker Rd. Suite, Apt. #, etc.: Suite 500 City & State: Aurora Colorado Zip: 80014 Country: USA

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324  
81 Name: CT CORPORATION SYSTEM  
82 Street Address (P.O. Box Number is Not Acceptable): 1200 S. PINE ISLAND ROAD  
83 City: PLANTATION  
84 City: PLANTATION FL 85 Zip Code: 33324

10. Name and Address of New Registered Agent

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 signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS	
TITLE: PD NAME: SCHMIT, HERMAN H. STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input type="checkbox"/> DELETE
TITLE: V NAME: GOLAB, MARK STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input checked="" type="checkbox"/> DELETE
TITLE: S NAME: HATCH, JOHN D. STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input type="checkbox"/> DELETE
TITLE: TV NAME: DODGE, WILLIAM A. STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input checked="" type="checkbox"/> DELETE
TITLE: D NAME: MILLS, DAVID W. STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input type="checkbox"/> DELETE
TITLE: D NAME: CAREY, JAMES J. STREET ADDRESS: ONE PENN SQUARE WEST CITY- ST- ZIP: PHILA. PA	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE: PD 1.2 NAME: Schmit, Herman H. 1.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 1.4 CITY- ST- ZIP: Aurora, CO 80014	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE: CEO 2.2 NAME: Winokur, Andrew S. 2.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 2.4 CITY- ST- ZIP: Aurora, CO 80014	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.1 TITLE: Assistant Secretary 3.2 NAME: Brent Dupes 3.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 3.4 CITY- ST- ZIP: Aurora, CO 80014	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE: TV 4.2 NAME: Thomas A. Barrett 4.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 4.4 CITY- ST- ZIP: Aurora, CO 80014	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.1 TITLE: D 5.2 NAME: Mills, David W. 5.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 5.4 CITY- ST- ZIP: Aurora, CO 80014	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE: D 6.2 NAME: Carey, James J. 6.3 STREET ADDRESS: 2530 South Parker Rd. Suite 500 6.4 CITY- ST- ZIP: Aurora, CO 80014	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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: Thomas A. Barrett Thomas A. Barrett Date: \_\_\_\_\_ (303) 338-2282 Daytime Phone # \_\_\_\_\_

CR2E034 (9/96)