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**Apr 29 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 # **P10140**
1. Corporation Name
Eastern Mortgage Services, Inc.

Principal Place of Business Mailing Address
**2655 Interplex Drive Same
Trevose, PA 19053**

**600002161656
-05/01/97--01037--021
***165.00**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.	23-2387190	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	25	29	30
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

81 Name	Edwin F. Blanton, Esq.		
82 Street Address (P.O. Box Number is Not Acceptable)	825 Thomasville Road		
83			
84 City	Tallahassee,	85 Zip Code	FL 32303

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	President and CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	Richard W. Payne, III
STREET ADDRESS		1.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Trevose, PA 19053
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Exec. Vice Pres. & CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Alice D. Flaherty
STREET ADDRESS		2.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Trevose, PA 19053
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	EVP & COO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Andrew H. Murray
STREET ADDRESS		3.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Trevose, PA 19053
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Pres.-Retail Div. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Robert G. Gundaker
STREET ADDRESS		4.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Trevose, PA 19053
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	EVP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Kevin A. Crichton
STREET ADDRESS		5.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Trevose, PA 19053
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	EVP - Compliance <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Joseph Gorton
STREET ADDRESS		6.3 STREET ADDRESS	2655 Interplex Drive
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Trevose, PA 19053

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.

SIGNATURE: **Alice D. Flaherty** 4/22/97 (215) 245-2626
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
Alice D. Flaherty, EVP & CFO

CR2E034 (9/96)

Handwritten signature/initials

EASTERN MORTGAGE SERVICES, INC.
Principal Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James R. Hayden	Home Equity Division President	Eight Neshaminy Interplex Suite 115 Trevose, PA 19053
William J.S. Kelley	Wholesale Division President	221 Ponte Vedra Park Drive Suite 100 Ponte Vedra, FL 32082
Kathleen E. Baker	Assistant Corporate Secretary	2655 Interplex Drive Trevose, PA 19053

EASTERN MORTGAGE SERVICES, INC.
DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
William T. Burke	Director	Dauphin Deposit Corp. 213 Market St. P.O. Box 2961 Harrisburg, PA 17105
Dennis L. Dinger	Director	Dauphin Deposit Corp. 213 Market St. P.O. Box 2961 Harrisburg, PA 17105
Alice D. Flaherty	EVP & CFO	Eastern Mortgage Services, Inc. 2655 Interplex Dr. Trevose, PA 19053
Robert L. Fryer, Jr	Director	Dauphin Deposit Corp. 213 Market St. P.O. Box 2961 Harrisburg, PA 17105
Robert G. Gundaker	President, Retail Div.	Eastern Mortgage Services, Inc. 2655 Interplex Dr. Trevose, PA 19053
Christopher R. Jennings	Director	Dauphin Deposit Corp. 213 Market St. P.O. Box 2961 Harrisburg, PA 17105
Lawrence J. LaMaina, Jr.	Director	Farmers Bank and Trust Co. 13 Baltimore St. Hanover, PA 17331
Andrew H. Murray	EVP & COO	Eastern Mortgage Services, Inc. 2655 Interplex Dr. Trevose, PA 19053

Richard W. Payne, III

President and CEO

**Eastern Mortgage Services, Inc.
2655 Interplex Dr.
Trevose, PA 19053**

Paul Shannon

Director

**Dauphin Deposit Corp.
213 Market St.
P.O. Box 2961
Harrisburg, PA 17105**