

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BOB BARRAGE, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2846).

RECORD #: 68027

DUE: June 30, 1994

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

IMPERIAL PREMIUM FINANCE, INC.
RARITAN PLAZA II, RARITAN CTR.
EDISON, NEW JERSEY 08837

(3) STATE OF INCORPORATION:

DELAWARE

055523

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

(4) DATE OF INCORPORATION OR
CERTIFICATE OF AUTHORITY:

07-12-71

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

C T CORPORATION SYS.
KY. HOME LIFE BLDG.
LOUISVILLE, KY. 40202

A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT See Attached List of Officers and Directors.

VICE PRESIDENT _____

SECRETARY _____

TREASURER _____

OTHER _____

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE)

AUTHORIZED SIGNATURE [Signature] TITLE Sr. V.P. & CFO PHONE (818) 906-1200

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE _____

IMPERIAL PREMIUM FINANCE, INC. - DELAWARE

Effective as of November 23, 1993

DIRECTORS

James Kitto, Chairman	100 Adams Avenue Norristown, PA 19403
Ed Griffin	10 Waterview Blvd. Parsippany, NJ 07054
James L. Powers	100 Adams Avenue Norristown, PA 19403

OFFICERS

Robert J. Cycon - President	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
Carl J. Finzer - Exec. Vice President, Secretary	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
George Harris - Exec. Vice President	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
Philip Spinella - Senior Vice President and Marketing Director	80 Maiden Lane, Suite 2203 New York, NY 10038
Robert M. Betzner - Senior Vice President	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
Thomas N. Hansen - Sr. Vice President, Treasurer & Asst. Secretary	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
Anthony Abramo, Jr. - Vice President	Raritan Plaza II, Raritan Center Edison, NJ 08837
Leslie Miller - Vice President	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
Thomas Williams, Vice President	2470 Windy Hill Rd., Suite 448 Marietta, GA 30067
Seth R. Sindel - Vice President	15303 Ventura Blvd., Suite 1600 Sherman Oaks, CA 91403
LeRoy Serpe - Vice President	425 N. Martingale Rd., Suite 1090 Schaumburg, IL 60173
Nelson Walker - Vice President	2470 Windy Hill Rd., Suite 448 Marietta, GA 30067

None of the above Officers or Directors have any ownership interest in Imperial Premium Finance, Inc.