



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 67841		2. Name of Corporation GenCorp Insurance Group, Inc.		
3. Street Address Principal Business Office 16 MAIN STREET		City E GREENWICH	State RI	Zip 02818
4. Business Phone No. 4018847800		5. State of Incorporation RHODE ISLAND		6. SIC Code 5702

7. Brief Description of the Character of Business Conducted in Rhode Island
TO SELL PRODUCTS & PERFORM SERVICES AS AN INSURANCE AGENCY DEALING IN ALL TYPES OF INSURANCE.

8. NAMES AND ADDRESSES OF THE OFFICERS (X ² BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Robert G. Padula			Vice President Name Executive Vice President-Joseph J. Padula		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
Secretary Name Anne R. Nicoll			Treasurer Name Robert G. Padula		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS (X ² BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert G. Padula			Director Name Joseph J. Padula		
Street Address as above.			Street Address as above.		
City	State	Zip	City	State	Zip
Director Name Anne R. Nicoll			Director Name		
Street Address as above.			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED (X ² BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (X ² BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000	NO PAR VALUE		140		No par.

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



6 7 8 4 1

67841 DBC 02/24/05 08:16:13 PM

FILED

File Date FEB 24 2005

Check No. 10883

By KB

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Anne R. Nicoll 2/23/05

Signature of Officer Date

Anne R. Nicoll

Print or Type Name of Officer

Vice President

Title of Officer

9. Additional Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Anne R. Nicoll	Vice President	as above.
Jay E. Madden	Senior Vice President	as above.
Annie L. Simon	Asst. Vice President Financial Services	16 Main Street East Greenwich, RI 02818
Lisa A. Piscione	Asst. Vice President	16 Main Street East Greenwich, RI 02818



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

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(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 67841		2. Name of Corporation GenCorp Insurance Group, Inc.			
3. Street Address Principal Business Office 16 MAIN STREET			City E GREENWICH	State RI	Zip 02818
4. Business Phone No 4018847800		5. State of Incorporation RHODE ISLAND			6. SIC Code 5702
7. Brief Description of the Character of Business Conducted in Rhode Island TO SELL PRODUCTS & PERFORM SERVICES AS AN INSURANCE AGENCY DEALING IN ALL TYPES OF INSURANCE.					
8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Robert G. Padula			Vice President Name Jay E. Madden		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
Secretary Name Anne M. Richardson			Treasurer Name Robert G. Padula		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert G. Padula			Director Name Anne M. Richardson		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
Director Name Joseph J. Padula			Director Name		
Street Address 16 Main Street			Street Address		
City E. Greenwich	State RI	Zip 02818	City	State	Zip
10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT) []					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000	NO PAR VALUE		140		No Par.

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



6 7 8 4 1

67841 DBC 02/25/04 10:00:33 AM

File Date 2/26/04

Check No. 08586

By: RS

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert G. Padula 2/25/04
Signature of Officer (Date)
Robert G. Padula
Print or Type Name of Officer
President/Treasurer
Title of Officer

Additional Officers

Name

Joseph J. Padula

Address

16 Main Street
E. Greenwich, RI 02818

Title

Executive Vice President



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *67841*		2. Name of Corporation GenCorp Insurance Group, Inc.		
3. Street Address Principal Business Office 16 MAIN STREET		City E GREENWICH	State RI	Zip 02818
4. Business Phone No. 4018847800		5. State of Incorporation RHODE ISLAND		6. SIC Code 5702
7. Brief Description of the Character of Business Conducted in Rhode Island Insurance sales.				

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Robert G. Padula			Vice President Name Joseph J. Padula		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
Secretary Name Anne M. Richardson			Treasurer Name Robert G. Padula		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert G. Padula			Director Name Anne M. Richardson		
Street Address 16 Main Street			Street Address 16 Main Street		
City E. Greenwich	State RI	Zip 02818	City E. Greenwich	State RI	Zip 02818
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000	NO PAR VALUE		140		None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



67841 DBC2/2/03 1:56:56 PM

File Date 2.20.03

Check No. 6440

By: RP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert G. Padula 2/24/03

Signature of Officer Date

Robert G. Padula

Print or Type Name of Officer

President

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **67841** 2. Name of Corporation **GenCorp Insurance Group, Inc.**
3. Street Address Principal Business Office **16 Main Street** City **E. Greenwich** State **RI** Zip **02818**
4. Business Phone No. **(401) 884-7800** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5702**
7. Brief Description of the Character of Business Conducted in Rhode Island
Insurance Sales

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Robert G. Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Vice President Name Joseph J. Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818
Secretary Name Anne M. Richardson Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Treasurer Name Robert G. Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert G. Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Director Name Anne M. Richardson Street Address 16 Main Street City E. Greenwich State RI Zip 02818
--	--

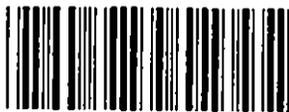
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
5,000 NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
140 **None**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 6 7 8 4 1 *

File Date: 2-28-02
Check No.: 4288
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/25/02
Robert G. Padula
Print or Type Name of Officer
President
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **67841** 2. Name of Corporation **GenCorp Insurance Group, Inc.**

3. Street Address Principal Business Office **16 Main St.** City **E. Greenwich** State **Rhode Island** Zip **02818**
4. Business Phone No. **(401) 884-7800** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5762**

7. Brief Description of the Character of Business Conducted in Rhode Island
Insurance Sales

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X** FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Robert G. Padula** Vice President Name **Joseph J. Padula**
Street Address **16 Main St.** Street Address **16 Main St.**
City **E. Greenwich** State **RI** Zip **02818** City **E. Greenwich** State **RI** Zip **02818**

Secretary Name **Anne M. Richardson** Treasurer Name **Robert G. Padula**
Street Address **16 Main St.** Street Address **16 Main St.**
City **E. Greenwich** State **RI** Zip **02818** City **E. Greenwich** State **RI** Zip **02818**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Robert G. Padula** Director Name **Anne M. Richardson**
Street Address **16 Main St.** Street Address **16 Main St.**
City **E. Greenwich** State **RI** Zip **02818** City **E. Greenwich** State **RI** Zip **02818**

Director Name _____ Street Address _____
City _____ State _____ Zip _____

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
5,000 NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
100 None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 6 7 8 4 1 *

File Date: 1/25/01

Check No.: 2179

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/24/01
Signature of Officer Date

Anne M. Richardson
Print or Type Name of Officer
Secretary
Title of Officer

Attachment
Item #8

Assistant Vice President:

Jay E. Madden
16 Main Street
E. Greenwich, RI 02818

Assistant Treasurer:

Joseph J. Padula
16 Main Street
E. Greenwich, RI 02818



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **67841** 2. Name of Corporation **GenCorp Insurance Group, Inc.**
3. Street Address Principal Business Office **16 Main Street** City **E. Greenwich** State **RI** Zip **02818**
4. Business Phone No. **(401) 884-7800** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5702**
7. Brief Description of the Character of Business Conducted in Rhode Island

Insurance Sales

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Robert G. Padula	Vice President Name Thomas P. DiSanto, Jr.
Street Address 129 Liberty Road	Street Address 73 Cindy Ann Drive
City Exeter State RI Zip 02822	City E. Greenwich State RI Zip 02818
Secretary Name Thomas P. DiSanto, Jr.	Treasurer Name Robert G. Padula
Street Address 73 Cindy Ann Drive	Street Address 129 Liberty Road
City E. Greenwich State RI Zip 02818	City Exeter State RI Zip 02822

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert G. Padula	Director Name Thomas P. DiSanto, Jr.
Street Address 129 Liberty Road	Street Address 73 Cindy Ann Drive
City Exeter State RI Zip 02822	City E. Greenwich State RI Zip 02818
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
5,000 SHS NO PAR VALUE		None

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
200	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 6 7 8 4 1 *

File Date: 1/31/00
Check No.: 1025
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date: 1/28/00
Signature of Officer
Thomas P. DiSanto, Jr.
Print or Type Name of Officer
Vice President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **67841** 2. Name of Corporation **Gencorp Insurance Group, Inc.**
3. Street Address Principal Business Office **16 Main Street** City **East Greenwich** State **RI** Zip **02818**
4. Business Phone No. **884-7800** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5702**
7. Brief Description of the Character of Business Conducted in Rhode Island **Insurance**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Robert G. Padula Street Address 129 Liberty Road City Exeter State RI Zip 02822 Secretary Name Thomas P. DiSanto, Jr. Street Address 73 Cindy Ann Drive City East Greenwich State RI Zip 02818	Vice President Name Thomas P. DiSanto, Jr. Street Address 73 Cindy Ann Drive City East Greenwich State RI Zip 02818 Treasurer Name Robert G. Padula Street Address 129 Liberty Road City Exeter State RI Zip 02822
--	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Robert G. Padula Street Address 129 Liberty Road City Exeter State RI Zip 02822	Director Name Thomas P. DiSanto, Jr. Street Address 73 Cindy Ann Drive City East Greenwich State RI Zip 02818
--	--

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
5,000 SHS NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
200 Common No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 1-29-98
Check No.: 100
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date 1/29/98
Signature of Officer
Thomas P. DiSanto, Jr.
Print or Type Name of Officer
Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **67841** 2. Name of Corporation **GenCorp Insurance Group, Inc.**

3. Street Address Principal Business Office
16 Main Street City **E. Greenwich** State **RI** Zip **02818**

4. Business Phone No. **401-781-6500** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **6702**

7. Brief Description of the Character of Business Conducted in Rhode Island
Insurance Agency

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Robert Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Vice President Name Thomas DiSanto Street Address 16 Main Street City E. Greenwich State RI Zip 02818
Secretary Name Thomas DiSanto Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Treasurer Name Robert Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Thomas DiSanto Street Address 16 Main Street City E. Greenwich State RI Zip 02818	Director Name Robert Padula Street Address 16 Main Street City E. Greenwich State RI Zip 02818
Director Name None Street Address None City _____ State _____ Zip _____	Director Name None Street Address None City _____ State _____ Zip _____

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000 SHS	NO PAR VALUE		200	Common w/o par value	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/20/97
Check No.: 677P
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/29/97
Signature of Officer Date
Thomas P. DiSanto
Print or Type Name of Officer
Vice Pres
Title of Officer

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO 67841		2. NAME OF CORPORATION GenCorp Insurance Group, Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 16 Main Street		CITY E. Greenwich	STATE RI
		ZIP CODE 02818	
4. BUSINESS PHONE NO 401-884-7800	5. STATE OF INCORPORATION RHODE ISLAND		6. SIC CODE 5702
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Insurance Agency			

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Robert Padula		VICE PRESIDENT NAME Thomas DiSanto	
STREET ADDRESS 16 Main Street		STREET ADDRESS 16 Main Street	
CITY E. Greenwich	STATE RI	CITY E. Greenwich	STATE RI
		ZIP CODE	
SECRETARY NAME Thomas DiSanto		TREASURER NAME Robert Padula	
STREET ADDRESS 16 Main Street		STREET ADDRESS 16 Main Street	
CITY E. Greenwich	STATE RI	CITY E. Greenwich	STATE RI
		ZIP CODE	

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Thomas DiSanto		DIRECTOR NAME Robert Padula	
STREET ADDRESS 16 Main Street		STREET ADDRESS 16 Main Street	
CITY E. Greenwich	STATE RI	CITY E. Greenwich	STATE RI
		ZIP CODE	

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
5,000 SHS	NO PAR VALUE		200	Common w/o par value	

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 2-8-96

Check No: 5750

By: *RP*

For Secretary of State Use Only

Robert Padula
Signature of Officer

THOMAS D. SANTO JR
Print or Type Name of Officer

President
Title of Officer

Date

State of Rhode Island and Providence Plantations



Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277-3040

ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0067841 Annual Report for the year: 1995

Name of Corporation: GenCorp Insurance Group, Inc.

Business entity organized under the laws of the State of: RI

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:

Brief statement of the character of business conducted in Rhode Island:

Phone: ()

Insurance agency

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

16 Main Street
East Greenwich, RI

Phone: (401) 781-6500

THE NAMES OF THE OFFICERS ARE:

	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT	Robert Padula	16 Main Street	East Greenwich, RI	
VICE PRESIDENT	Thomas DiSanto	Same as above		
SECRETARY	Thomas DiSanto	Same as above		
TREASURER	Robert Padula	Same as above		

THE NAMES OF THE DIRECTORS ARE:

	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
	Thomas DiSanto	Same as above		
	Robert Padula	Same as above		

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
5000	Common	200	Common
w/o par value		w/o par value	

FEB 6 1995
 100 E 30 5049

Date January 16, 19 95

By: [Signature]
 PRINT OR TYPE NAME OF OFFICER SIGNING Robert G. Padula
 TITLE OF OFFICER SIGNING President

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

RODIO & URSILLO, LTD.
 86 WEYBOSSET STREET
 PROVIDENCE RI 02903

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE OR PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0067841 Annual Report for the year: 1994

Name of Business Entity: GENCORP INSURANCE GROUP, INC.

Business entity organized under the laws of the State of: RI
Federal Taxpayer Identification Number: [REDACTED]
For foreign entity, address and telephone number of principal office:

Phone: () _____
Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
16 Main Street
East Greenwich, RI
Phone: (401) 781-6500

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)
 Limited Liability Company (See RIGL 7-16)
Name, title and mailing address of contact person to whom communications may be directed:
Rodio & Ursillo, Ltd.
86 Weybosset Street
Providence, RI 02903
Brief statement of the character of business conducted in Rhode Island:
Insurance Agency
Date of Organization: 4/23/92
Date of Qualification to do business in Rhode Island (if foreign entity): _____

THE NAMES OF THE OFFICERS ARE:

OFFICE	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input checked="" type="checkbox"/> PRESIDENT (CHECK ONE)	Robert Padula	16 Main Street	East Greenwich, RI	02818
<input checked="" type="checkbox"/> VICE PRESIDENT (CHECK ONE)	Thomas DiSanto	same		
<input checked="" type="checkbox"/> SECRETARY (CHECK ONE)	Thomas DiSanto	same		
<input checked="" type="checkbox"/> TREASURER (CHECK ONE)	Robert Padula	same		

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Thomas DiSanto	same		
Robert Padula	same		

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	5000	NUMBER	200
CLASS	common	CLASS	common
SERIES	n/a	SERIES	n/a
PAR VALUE OR WITHOUT PAR	w/o par value	PAR VALUE OR WITHOUT PAR	w/o par value

Date Feb 9 94

FILED
FEB 24 1994
BY: [Signature] 4370

By: [Signature]
Robert G. Padula
PRINT (LETTER, SAME OF OFFICER SIGNING)

TITLE OF OFFICER SIGNING

Form 31 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

RODIO & URSILLO, LTD.
86 WEYBOSSET STREET
PROVIDENCE RI 02903

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID **67841** Annual Report for the year **1993**

FIRST: The name of the corporation is **GENESIS FINANCIAL GROUP, INC.**

SECOND: It is incorporated under the laws of **Rhode Island**

THIRD: Character of business, briefly stated, is **Insurance Agency**

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island **86 Weybosset St., Providence, RI**

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Thomas DiSanto	Director	16 Main Street, East Greenwich, RI
Robert Padula	Director	"
-	Director	"
Robert Padula	President	"
Thomas DiSanto	Vice President	"
Thomas DiSanto	Secretary	"
Robert Padula	Treasurer	"

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
5,000	common	n/a	w/o par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200	common	n/a	w/o par value

Rec'd & Filed
MAR 22 1993
AMT #29
3518

Dated March 13 1993 **GENESIS FINANCIAL GROUP, INC.**

(Name of Corporation)
By [Signature]
Title Pres.

(Report must be signed by an officer)