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**Apr 20 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 800583 (7)

1. Corporation Name
THE PHOENIX INSURANCE COMPANY.



Principal Place of Business ONE TOWER SQUARE HARTFORD CONNECTICUT 06183 US	Mailing Address ONE TOWER SQUARE HARTFORD CONNECTICUT 06183 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 01/29/1914	
4. FEI Number 06-0303275	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**STATE INSURANCE COMMISSIONER
CAPITOL BUILDING
TALLAHASSEE FL 32304**

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 32399

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	DV	<input type="checkbox"/> DELETE
NAME	CLARKE, CHARLES J.	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	KIERNAN, JOSEPH P	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	
TITLE	DCPO	<input type="checkbox"/> DELETE
NAME	LIPP, ROBERT I	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	
TITLE	DVO	<input type="checkbox"/> DELETE
NAME	HANNON, WILLIAM P	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	
TITLE	DVOS	<input type="checkbox"/> DELETE
NAME	MICHENER, JAMES M	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	
TITLE	DCO	<input type="checkbox"/> DELETE
NAME	FISHMAN, JAY S	
STREET ADDRESS	ONE TOWER SQUARE	
CITY-ST-ZIP	HARTFORD CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/C	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	LONG, STANTON F.	
1.3 STREET ADDRESS	ONE TOWER SQUARE	
1.4 CITY-ST-ZIP	HARTFORD CT 06183	
2.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	FOLEY, RONALD E., JR.	
2.3 STREET ADDRESS	ONE TOWER SQUARE	
2.4 CITY-ST-ZIP	HARTFORD CT 06183	
3.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	RESTREPO, ROBERT P., JR.	
3.3 STREET ADDRESS	ONE TOWER SQUARE	
3.4 CITY-ST-ZIP	HARTFORD CT 06183	
4.1 TITLE	C	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MADONNA, JON C.	
4.3 STREET ADDRESS	388 GREENWICH STREET	
4.4 CITY-ST-ZIP	NEW YORK NY 10013	
5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CERONE, JAMES F.	
5.3 STREET ADDRESS	ONE TOWER SQUARE	
5.4 CITY-ST-ZIP	HARTFORD CT 06183	
6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	GIBBS, J. DAVID	
6.3 STREET ADDRESS	ONE TOWER SQUARE	
6.4 CITY-ST-ZIP	HARTFORD CT 06183	

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

CR2E034 (10/97)

ATTACHMENT TO FLORIDA 1998 PROFIT CORPORATION ANNUAL REPORT

THE PHOENIX FIRE INSURANCE COMPANY

13. ADDITIONS TO OFFICERS AND DIRECTORS IN 12:

V

HEALY, PAUL A.
ONE TOWER SQUARE
HARTFORD CT 06183

V

HIGGINS, PETER N.
ONE TOWER SQUARE
HARTFORD CT 06183

AS

JACKSON, DANIEL W.
ONE TOWER SQUARE
HARTFORD CT 06183

V

LAMMEY, GLENN D.
ONE TOWER SQUARE
HARTFORD CT 06183

V

MEAD, CHRISTINE B.
ONE TOWER SQUARE
HARTFORD CT 06183

V

MORRIS, C. TIMOTHY
ONE TOWER SQUARE
HARTFORD CT 06183

V

MORRISON, RICHARD F.
ONE TOWER SQUARE
HARTFORD CT 06183

V

PALCZYNSKI, RICHARD W.
ONE TOWER SQUARE
HARTFORD CT 06183

**ATTACHMENT TO FLORIDA 1998 PROFIT CORPORATION ANNUAL REPORT
THE PHOENIX INSURANCE COMPANY**

13. ADDITIONS TO OFFICERS AND DIRECTORS IN 12:

**V
TYSON, DAVID A.
ONE TOWER SQUARE
HARTFORD CT 06183**

**V
VOSS, F. DENNEY
388 GREENWICH STREET
NEW YORK NY 10013**

**V/T
WHITE, WILLIAM H.
ONE TOWER SQUARE
HARTFORD CT 06183**

**V
WILLET, W. DOUGLAS
ONE TOWER SQUARE
HARTFORD CT 06183**

**V
YESSMAN, TIMOTHY M.
ONE TOWER SQUARE
HARTFORD CT 06183**