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Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90157 041 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 800583
 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 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**STATE INSURANCE COMMISSIONER
 CAPITOL BUILDING
 TALLAHASSEE FL 32399**

10. Name and Address of New Registered Agent

81 Name STATE INSURANCE COMMISSIONER	
82 Street Address (P.O. Box Number is Not Acceptable) 200 EAST GAINES STREET	
83 LARSON BUILDING	
84 City TALLAHASSEE	85 Zip Code FL 32399-0300

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 DV <input type="checkbox"/> DELETE	NAME CLARKE, CHARLES J.	1.1 TITLE D/C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	CLARKE, CHARLES J.
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	1.2 NAME	ONE TOWER SQUARE
		1.3 STREET ADDRESS	HARTFORD CT 06183
		1.4 CITY-ST-ZIP	
TITLE DV <input type="checkbox"/> DELETE	NAME KIERNAN, JOSEPH P	2.1 TITLE C <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	LONG, STANTON F.
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	2.2 NAME	ONE TOWER SQUARE
		2.3 STREET ADDRESS	HARTFORD CT 06183
		2.4 CITY-ST-ZIP	
TITLE DCPO <input type="checkbox"/> DELETE	NAME LIPP, ROBERT I	3.1 TITLE D/C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	LIPP, ROBERT I.
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	3.2 NAME	ONE TOWER SQUARE
		3.3 STREET ADDRESS	HARTFORD CT 06183
		3.4 CITY-ST-ZIP	
TITLE DVO <input type="checkbox"/> DELETE	NAME HANNON, WILLIAM P	4.1 TITLE D/V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	FOLEY, RONALD E., JR.
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	4.2 NAME	ONE TOWER SQUARE
		4.3 STREET ADDRESS	HARTFORD CT 06183
		4.4 CITY-ST-ZIP	
TITLE DVOS <input type="checkbox"/> DELETE	NAME MICHENER, JAMES M	5.1 TITLE V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	GIBBS, J. DAVID
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	5.2 NAME	ONE TOWER SQUARE
		5.3 STREET ADDRESS	HARTFORD CT 06183
		5.4 CITY-ST-ZIP	
TITLE DCO <input type="checkbox"/> DELETE	NAME FISHMAN, JAY S	6.1 TITLE D/P/O <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	FISHMAN, JAY S.
STREET ADDRESS ONE TOWER SQUARE	CITY-ST-ZIP HARTFORD CT	6.2 NAME	ONE TOWER SQUARE
		6.3 STREET ADDRESS	HARTFORD CT 06183
		6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: *[Signature]* **SIGNATURE REQUIRED** Daniel W. Jackson 3/31/99 (860) 277-4012
 Asst. Secretary Date Daytime Phone #

CR2E034 (1/98)

800583
389766-9015741

ATTACHMENT TO FLORIDA 1999 PROFIT CORPORATION ANNUAL REPORT

THE PHOENIX 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/O
KHANNA, ANIL (BOB)
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
PALCZYNSKI, RICHARD W.
ONE TOWER SQUARE
HARTFORD CT 06183

800583
389766-90157-411

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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
WILLETT, W. DOUGLAS
ONE TOWER SQUARE
HARTFORD CT 06183

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