FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00 -

PROFIT CORPORATION
ANNUAL REPORT
1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortahm
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 804249

1. Corporation Name
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

2. Principal Place of Business
- C/O JAMES H SMITH
- 2661 PARK MEADOWS WAY
- JACKSONVILLE, FL 32246-9521
One State Farm Plaza
Bloomington, IL 61710-0001

3. Date Incorporated or Qualified
03/28/1922

4. Filer Number
37-0533100

5. Certificate of Status Desired
□ $8.75 Additional Fee Required
□ $5.00 May Be Added to Fees

6. Election Campaign Financing
Trust Fund Contribution

7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.
□ Yes □ No

8. Name and Address of Current Registered Agent
THE INSURANCE COMMISSIONER OF FLORIDA
CAPITOL BUILDING
TALLAHASSEE FL 32399

9. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
City
Zip Code
FL

10. Signature of person authorized to sign this report

[Signature]

11. Pursuant to the provisions of Sections 607.0507 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 607.0507, Florida Statutes.

12. OFFICERS AND DIRECTORS

<table>
<thead>
<tr>
<th>TITLE</th>
<th>NAME</th>
<th>STREET ADDRESS</th>
<th>CITY-STATE-ZIP</th>
</tr>
</thead>
<tbody>
<tr>
<td>VD</td>
<td>WRIGHT, CHARLES R.</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL</td>
</tr>
<tr>
<td>VD</td>
<td>RUST, EDWARD B., JR.</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL</td>
</tr>
<tr>
<td>VD</td>
<td>JOSLIN, ROGER S</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL</td>
</tr>
<tr>
<td>VD</td>
<td>TROSINO, VINCENT J.</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL</td>
</tr>
<tr>
<td>VD</td>
<td>MOSER, KURT G</td>
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<td>BLOOMINGTON IL</td>
</tr>
<tr>
<td>VD</td>
<td>GRAM, WENDY LEE</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL</td>
</tr>
</tbody>
</table>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

<table>
<thead>
<tr>
<th>TITLE</th>
<th>NAME</th>
<th>STREET ADDRESS</th>
<th>CITY-STATE-ZIP</th>
</tr>
</thead>
<tbody>
<tr>
<td>VD</td>
<td>SULLIVAN, LAURA P.</td>
<td>ONE STATE FARM PLAZA</td>
<td>BLOOMINGTON IL 61710-0001</td>
</tr>
</tbody>
</table>

14. Thereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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: [Signature]
Vice President- Counsel and Secretary

4/24/98 (309) 766-2311

FILED
May 18 1998 8:00am
Secretary of State