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FILED
May 29, 1999 8:00 am
Secretary of State

05-29-1999 90015 003 ***125.00
 05-29-1999 90015 004 ****25.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 822115

1. Corporation Name
BALBOA LIFE INSURANCE COMPANY

Principal Place of Business

18581 TELLER AVE.
 IRVINE CA 92612
 US

Mailing Address

P O BOX 19702
 ATTN:TAX DEPT
 IRVINE CA 92623

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/26/1968

4. FEI Number

92-2566317

Applied For
 Not Applicable

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITILE DELETE

NAME: T BUKOW, R.
 STREET ADDRESS: 600 ANTON BLVD
 CITY-ST-ZIP: COSTA MESA CA 92626-7147

TITILE DELETE

NAME: D FITE, G. L.
 STREET ADDRESS: 600 ANTON BLVD
 CITY-ST-ZIP: COSTA MESA CA 92626-7147

TITILE DELETE

NAME: AVPC
 STREET ADDRESS: FOGARTY, T.T.
 CITY-ST-ZIP: 600 ANTON BLVD
 COSTA MESA CA 92626-7147

TITILE DELETE

NAME: D BUKOW, R.
 STREET ADDRESS: 600 ANTON BLVD
 CITY-ST-ZIP: COSTA MESA CA 92626-7147

TITILE DELETE

NAME: PD ATON, NEAL R
 STREET ADDRESS: 18581 TELLER AVE
 CITY-ST-ZIP: IRVINE CA 92612

TITILE DELETE

NAME: AT HITZEL, T.G.
 STREET ADDRESS: 600 ANTON BLVD
 CITY-ST-ZIP: COSTA MESA CA 92627-7147

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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:

T. G. HITZEL

4.15.99 (714) 435-1200

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)