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May 11 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 # 831906 (3)

1. Corporation Name
TEACHERS INSURANCE COMPANY



Principal Place of Business 1 HORACE MANN PLAZA ATTN: TAX DEPARTMENT SPRINGFIELD IL 62715	Mailing Address 1 HORACE MANN PLAZA ATTN: TAX DEPARTMENT SPRINGFIELD IL 62715
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/26/1974	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 23-1742051	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER CAPITOL BLDG. TALLAHASSEE FL FL 32399				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BECKER, LARRY K	1.2 NAME	SEE ATTACHED LIST
STREET ADDRESS	1 HORACE MANN PLZ	1.3 STREET ADDRESS	
CITY-ST-ZIP	SPRINGFIELD IL	1.4 CITY-ST-ZIP	
TITLE	DSV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAPARROS, ANN M.	2.2 NAME	
STREET ADDRESS	#1 HORACE MANN PLAZA	2.3 STREET ADDRESS	
CITY-ST-ZIP	SPRINGFIELD, ILL 00000	2.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NAJIM, EDWARD L.	3.2 NAME	
STREET ADDRESS	#1 HORACE MANN PLAZA	3.3 STREET ADDRESS	
CITY-ST-ZIP	SPRINGFIELD IL	3.4 CITY-ST-ZIP	
TITLE	AV <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARNETT, DIANE	4.2 NAME	
STREET ADDRESS	#1 HORACE MANN PLAZA	4.3 STREET ADDRESS	
CITY-ST-ZIP	SPRINGFIELD IL	4.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARDOS, PAUL J	5.2 NAME	
STREET ADDRESS	#1 HORACE MANN PLAZA	5.3 STREET ADDRESS	
CITY-ST-ZIP	SPRINGFIELD, ILL 0	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: *Diane Barnett* (217) 789-5306

CR2E034 (10/97)

**TEACHERS INSURANCE COMPANY
FLORIDA CORPORATION ANNUAL REPORT
OFFICERS & DIRECTORS LISTING**

As of December 31, 1997

TITLE	NAME	OFFICE ADDRESS
EV	STOOKSBURY, WALTER E.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
VT	HENDERSON, J. MICHAEL	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
EV	ZOCK, GEORGE J.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
V	LEE, ROBERT H.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
V	FISHER, ROGER W.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
V	HINKLE, WILLIAM S.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
V	TEDDER, ELLEN C.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
AV	HUNT, WILLIAM C.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
AV	CHRISTIAN, ANGELA S.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
AV	ROBERTS JR., LEONARD C.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
AS	EGIZII, MARY JO	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
AS	SACCO, LINDA L.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
D	CLOSTER, DONALD L.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715
D	CHRISMAN, VALERIA A.	#1 HORACE MANN PLAZA SPRINGFIELD, ILLINOIS 62715