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**Jul 25 1997 8:00am
Secretary of State**

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 833275 (1)

1. Corporation Name
~~SECURITY ASSURANCE COMPANY~~ *Security Assurance Company*
~~Healthsource Insurance Company~~



Principal Place of Business
~~1415 FOULK RD
STE 100
WILMINGTON DE 19803
US~~

Mailing Address
~~1415 FOULK RD
STE 100
WILMINGTON DE 19803-2727
US~~

3. Date Incorporated or Qualified **10/30/1974** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business

21 **Two Fountain Square** 26 **Two Fountain Square**
Suite, Apt. #, etc.

22 City & State **Chattanooga, TN** 27 City & State **Chattanooga, TN**

23 Zip **37402** Country **US** 28 Zip **37402** Country **US**

4. FEI Number **75-1277524** Applied For Not Applicable

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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER
STATE OF FLORIDA
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

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, or by any person appointed as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|--------------------------------|--|
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | ROTHMAN, ROBERT | |
| STREET ADDRESS | 100 N TAMPA ST STE 3600 | |
| CITY-ST-ZIP | TAMPA FL | |
| TITLE | SVP | <input checked="" type="checkbox"/> DELETE |
| NAME | BEALE, CHARLES L | |
| STREET ADDRESS | 1415 FOULK RD., STE 100 | |
| CITY-ST-ZIP | WILMINGTON DE 19803 | |
| TITLE | SVPC | <input checked="" type="checkbox"/> DELETE |
| NAME | GRUBB, DAVID L | |
| STREET ADDRESS | 1415 FOULK RD STE 100 | |
| CITY-ST-ZIP | WILMINGTON DE | |
| TITLE | VPS | <input checked="" type="checkbox"/> DELETE |
| NAME | VOSS, DEANNA | |
| STREET ADDRESS | 1415 FOULK RD STE 100 | |
| CITY-ST-ZIP | WILMINGTON DE | |
| TITLE | CPD | <input checked="" type="checkbox"/> DELETE |
| NAME | YOUSSEF, SHAKER A | |
| STREET ADDRESS | 1415 FOULK RD STE 100 | |
| CITY-ST-ZIP | WILMINGTON DE 19803 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|----------------------------------|--|
| 1.1 TITLE | | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | James H. Reswell | |
| 1.3 STREET ADDRESS | 1218 Sunset Drive | |
| 1.4 CITY-ST-ZIP | Signal Mountain, TN 37377 | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME | Ramon Yi | |
| 2.3 STREET ADDRESS | 30 Faith Drive | |
| 2.4 CITY-ST-ZIP | Derry, NH 03038 | |
| 3.1 TITLE | | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Robert J. Moses | |
| 3.3 STREET ADDRESS | 23 Auburn Street | |
| 3.4 CITY-ST-ZIP | Concord, NH 03301 | |
| 4.1 TITLE | CFO | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME | Joseph Zubretsky | |
| 4.3 STREET ADDRESS | 14 Sturbridge Lane | |
| 4.4 CITY-ST-ZIP | Avon, CT 06001 | |
| 5.1 TITLE | | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 5.2 NAME | Francis G. Middleton, MD | |
| 5.3 STREET ADDRESS | 51 Church Street | |
| 5.4 CITY-ST-ZIP | Charleston, SC 29401 | |
| 6.1 TITLE | | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | Charles M. Schneider | |
| 6.3 STREET ADDRESS | 745 Briar Hill Rd. | |
| 6.4 CITY-ST-ZIP | Hopkinton, NH 03229 | |

14. I do 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 _____ DATE **5/16/97** **1422755-8575**

CR2E034 (9/96)