

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jan 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833743 (8)
 1. Corporation Name
ALLMERICA FINANCIAL LIFE INSURANCE AND ANNUITY COMPANY



Principal Place of Business 440 LINCOLN ST. WORCESTER MA 01653-0001	Mailing Address 440 LINCOLN ST. WORCESTER MA 01653-0002
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3. Date Incorporated or Qualified 01/31/1975	3a. Date of Last Report 07/17/1996
4. FEI Number 04-6145677	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER STATE OF FLORIDA TALLAHASSEE FL 32303	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
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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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	CD <input type="checkbox"/> DELETE
NAME	O'BRIEN, JOHN F.
STREET ADDRESS	66 HOMESTEAD ST
CITY-ST-ZIP	NEWTON MA
TITLE	SC <input type="checkbox"/> DELETE
NAME	ARMSTRONG, ABIGAIL M.
STREET ADDRESS	274 BROCKELMAN ROAD
CITY-ST-ZIP	LANCASTER MA
TITLE	VT <input type="checkbox"/> DELETE
NAME	PARRY, EDWARD J III
STREET ADDRESS	22 SANDY WAY
CITY-ST-ZIP	CUMBERLAND RI
TITLE	AVP <input type="checkbox"/> DELETE
NAME	MURRAY, GROVER C
STREET ADDRESS	19 SATURN DRIVE
CITY-ST-ZIP	NORHTBORO MA 01545
TITLE	V <input type="checkbox"/> DELETE
NAME	AFRAME, BARRY Z.
STREET ADDRESS	52 ELLIS DRIVE
CITY-ST-ZIP	WORCESTER MA
TITLE	VD <input type="checkbox"/> DELETE
NAME	BAKER, RICHARD J
STREET ADDRESS	8 TOWNSEND CIRCLE
CITY-ST-ZIP	WEST BOYLSTON MA 01583

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	V/T/CFO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Grover C Murray* Grover C Murray February 17, 1997 508 8552930
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)