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FILED
Apr 21 1998 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1998



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

DOCUMENT # 833743 (8)
 1. Corporation Name
ALLMERICA FINANCIAL LIFE INSURANCE AND ANNUITY COMPANY



Principal Place of Business: **440 LINCOLN ST. WORCESTER MA 01853-0001**
 Mailing Address: **440 LINCOLN ST. WORCESTER MA 01853-0001**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **01/31/1975**
 4. FEI Number: **04-6145677** 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes 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

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: **FL**

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	CD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'BRIEN, JOHN F.	1.2 NAME	
STREET ADDRESS	66 HOMESTEAD ST	1.3 STREET ADDRESS	440 Lincoln Street
CITY- ST- ZIP	NEWTON MA	1.4 CITY- ST- ZIP	Worcester, MA 01653
TITLE	S	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARMSTRONG, ABIGAIL M.	2.2 NAME	
STREET ADDRESS	274 BROCKELMAN ROAD	2.3 STREET ADDRESS	440 Lincoln Street
CITY- ST- ZIP	LANCASTER MA	2.4 CITY- ST- ZIP	Worcester, MA 01653
TITLE	CFO	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARRY, EDWARD J III	3.2 NAME	
STREET ADDRESS	22 SANDY WAY	3.3 STREET ADDRESS	440 Lincoln Street
CITY- ST- ZIP	CUMBERLAND RI	3.4 CITY- ST- ZIP	Worcester, MA 01653
TITLE	AVP	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURRAY, GROVER C	4.2 NAME	
STREET ADDRESS	19 SATURN DRIVE	4.3 STREET ADDRESS	440 Lincoln Street
CITY- ST- ZIP	NORHTBORO MA 01545	4.4 CITY- ST- ZIP	Worcester, MA 01653
TITLE	V	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AFRAME, BARRY Z.	5.2 NAME	
STREET ADDRESS	52 ELLIS DRIVE	5.3 STREET ADDRESS	440 Lincoln Street
CITY- ST- ZIP	WORCESTER MA	5.4 CITY- ST- ZIP	Worcester, MA 01653
TITLE	VP	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, RICHARD J	6.2 NAME	
STREET ADDRESS	8 TOWNSEND CIRCLE	6.3 STREET ADDRESS	Reilly, Richard M.
CITY- ST- ZIP	WEST BOYLSTON MA	6.4 CITY- ST- ZIP	440 Lincoln Street Worcester, MA 01653

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: *Grover C. Murray* **Grover C. Murray** February 20, 1998 (508)855-2930
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # **0628158**

CR2E034 (10/97)