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May 01 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **844998** (5)
1. Corporation Name
WAUSAU UNDERWRITERS INSURANCE COMPANY

Principal Place of Business 2000 WESTWOOD DRIVE POST OFFICE BOX 8017 WAUSAU WI 54402-5017	Mailing Address 2000 WESTWOOD DRIVE POST OFFICE BOX 8017 WAUSAU WI 54402-5017
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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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3. Date Incorporated or Qualified 01/16/1980	
4. FEI Number 39-1341459	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	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No	
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
STATE CAPITOL
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 **FL** 85 Zip Code

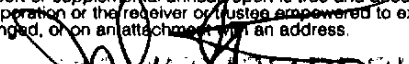
11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

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

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PDCE MCIPHERSON, D.R. ONE NATIONWIDE PLAZA COLUMBUS OH <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VC BARNES, G.R. 2000 WESTWOOD DR. WAUSAU WI <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVS MCCUTCHEN, G.E. ONE NATIONWIDE PLAZA COLUMBUS OH <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD DAVIS, D.E. 2000 WESTWOOD DR. WAUSAU WI <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T TORRENS, J.S. 2000 WESTWOOD DRIVE WAUSAU WI <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD HAGGERTY, D.M. 2000 WESTWOOD DR. WAUSAU WI <input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	VP/S DENNIS W. CLICK ONE NATIONWIDE PLAZA COLUMBUS OH 43216 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **JOHN S. TORRENS** TREASURER 4/21/98 (715)845-5211

CR2E037 (10/97)

**WAUSAU UNDERWRITERS INSURANCE COMPANY
LIST OF OFFICERS & DIRECTORS**

TITLE	NAME	ADDRESS
CHAIRMAN	D.O. MILLER	625 COUNTRY CLUB DR, APT B6, NEWARK OH 43055
CHAIRMAN & CEO-NATIONWIDE	D.R. MCFERSON	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
PRESIDENT & COO	D.E. DAVIS	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VICE CHAIRMAN	G.R. BARNES	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
EXEC. VP	S.R. ISAACSON	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
EXEC VP/ CFO	R.A. OAKLEY	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
EXEC VICE PRESIDENT	D.C. ROBINETTE	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
EXEC VICE PRES	R.M. WAGGONER	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
SR VP/GEN COUNSEL/ASST SEC	W.S. DRUEN	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
EXEC VP -CIO	R.J. WOODWARD JR	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
VP & SECRETARY	D.W. CLICK	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
VICE PRESIDENT	J.M. ANLIKER	2000 WESTWOOD DR, WAUSAU WI 54401
VICE PRESIDENT	D.W. DOEDE	2000 WESTWOOD DR, WAUSAU WI 54401
VICE PRESIDENT	M.A. FLACK	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
VICE PRESIDENT	D.M. HAGGERTY	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VICE PRESIDENT	E.W. HANCOCK	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VP,ASSOC GEN COUN & ASST SEC	J.S. HOFFERT	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VICE PRES & CONTROLLER	T.K. MANION	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VICE PRESIDENT	E.P. MCCAUSLAND, JR	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
VICE PRESIDENT	D.C. MEALY	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
VICE PRESIDENT	D.L. MOY	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
TREASURER	J.S. TORRENS	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
ASST. SECRETARY	J.F. DELALOYE	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
ASST. SECRETARY	W.C. OLAFSSON	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
ASST. TREASURER	V.E. AMUNDSON	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
ASST. TREASURER	D.M. CAMPBELL	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
DIRECTOR	L.J. ALPHIN	ROUTE 1, BOX 220, MOUNT OLIVE NC 28365
DIRECTOR	G.R. BARNES	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
DIRECTOR	D.E. DAVIS	2000 WESTWOOD DRIVE, WAUSAU, WI 54401
DIRECTOR	K.W. ECKEL	1647 FALLS RD, CLARKS SUMMIT PA, 18411
DIRECTOR	W.J. ENGEL	301 E MARSHALL, MARSHALL MN 56258
DIRECTOR	F.C. FINNEY	1558 W MORELAND RD, WOOSTER, OH 44691
DIRECTOR	C.L. FUELLGRAG JR	600 S WASHINGTON ST, BUTLER PA 16001
DIRECTOR	H.S. HOLLOWAY	1247 STAFFORD RD, DARLINGTON MD 21034
DIRECTOR	D.R. MCFERSON	ONE NATIONWIDE PLAZA, COLUMBUS, OH 43216
DIRECTOR	D.O. MILLER	625 COUNTRY CLUB DR, APT B6, NEWARK OH 43055
DIRECTOR	C.R. NOECKER	2770 STATE ROUTE 674 S, ASHVILLE OH 43103
DIRECTOR	S.W. ORR Jr	PO BOX 65, WAUSAU, WI 54402-8065
DIRECTOR	J.F. PATTERSON	8765 MULBERRY RD, CHESTERLAND OH 44026
DIRECTOR	A.L. SHISLER	2724 W LEBANON RD, DALTON OH 44618
DIRECTOR	R.L. STEWART	88740 FAIRVIEW RD, JEWETT OH 43986
DIRECTOR	N.C. THOMAS	10835 GEORGETOWN RD, LOUISVILLE OH 44641
DIRECTOR	H.W. WEIHL	14282 KING RD, BOWLING GREEN OH 43402