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**Sep 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 # 850735 (2)
1. Corporation Name
SEABOARD LIFE INSURANCE COMPANY (USA)



Principal Place of Business 525 SOUTH MERIDIAN STREET P. O. BOX 8047 INDIANAPOLIS IN 46206-3047	Mailing Address 2165 W BROADWAY PO BOX 5900 VANCOUVER BR V6B 5 US	CHANGES NOTED BELOW
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3. Date Incorporated or Qualified 10/16/1981	3a. Date of Last Report 03/26/1996
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2. Principal Place of Business 21	2a. Mailing Address 26 PO Box 5900	4. FEI Number 35-1817054	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 2165 W. BROADWAY	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State 23	City & State 28 VANCOUVER, B.C.	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip 24	Country 29 V6B 5H6	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	30 CANADA

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER CAPITOL BLDG. TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
81 Name			
82 Street Address (P.O. Box Number is Not Acceptable)			
83	300002304243 -09/26/97--01002--024		
84 City	***550.00	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 _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Reg-Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PD SMITH, ROBERT T	1.2 NAME	HARRISON, WENDY F.
STREET ADDRESS	2165 W. BROADWAY	1.3 STREET ADDRESS	2165 W. BROADWAY
CITY-ST-ZIP	VANCOUVER BR	1.4 CITY-ST-ZIP	VANCOUVER, B.C. V6B 5H6
TITLE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	V CAYETANO, ARLENE	2.2 NAME	APOLSKIS, MICHAEL
STREET ADDRESS	525 S. MERIDIAN ST.	2.3 STREET ADDRESS	525 S. MERIDIAN ST.
CITY-ST-ZIP	INDIANAPOLIS IN	2.4 CITY-ST-ZIP	INDIANAPOLIS IN.
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	S WANDS, ISOBEL R	3.2 NAME	BLAKE, ROBERT M.
STREET ADDRESS	2165 W BROADWAY	3.3 STREET ADDRESS	2165 W. BROADWAY
CITY-ST-ZIP	VANCOUVER BC	3.4 CITY-ST-ZIP	VANCOUVER, B.C. V6B 5H6
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TD STICKNEY, MICHAEL L	4.2 NAME	KONTERMAN, ROGLOF
STREET ADDRESS	2165 W BROADWAY	4.3 STREET ADDRESS	525 S. MERIDIAN ST.
CITY-ST-ZIP	VANCOUVER BC	4.4 CITY-ST-ZIP	INDIANAPOLIS IN.
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	D NEWTON, COLBY N	5.2 NAME	KINHEAD, DR. LEWIS R.
STREET ADDRESS	7830 SW MOHAWK	5.3 STREET ADDRESS	525 S. MERIDIAN ST.
CITY-ST-ZIP	TUALTN OR	5.4 CITY-ST-ZIP	INDIANAPOLIS IN.
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	V TYSOE, JOHN S	6.2 NAME	WOJTCOWICZ, JEAN L.
STREET ADDRESS	2165 W BROADWAY	6.3 STREET ADDRESS	525 S. MERIDIAN ST.
CITY-ST-ZIP	VANCOUVER BC	6.4 CITY-ST-ZIP	INDIANAPOLIS IN.

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: _____ **SEPT 16, 1997 (604) 737-9258**

CP2E034 (9/96)