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FILED
Mar 12 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 # **852582** (6)

1. Corporation Name
PHOENIX LIFE AND ANNUITY COMPANY



Principal Place of Business

Mailing Address

~~6800 WEST 110TH STREET
 OVERLAND PARK KS 66210~~

~~6800 WEST 110TH STREET
 OVERLAND PARK KS 66210-1400~~

2. Principal Place of Business

2a. Mailing Address

21 **700 CORPORATE DR.**
 Suite, Apt. #, etc.

26 **ONE AMERICAN ROW**
 Suite, Apt. #, etc.

22 **SUITE 300**
 City & State

27 **CORP. TAX DEPT.**
 City & State

23 **ST. LOUIS, MO**
 Zip Country

28 **HARTFORD, CT**
 Zip Country

24 **63105**

25

29 **06115**

30

3. Date Incorporated or Qualified

04/15/1982

3a. Date of Last Report

03/06/1996

4. FEI Number

43-1240953

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$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
 THE CAPITOL
 TALLAHASSEE FL 32301**

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 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

(Print name of registered agent and fee, if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY, ST, ZIP	DELETE
VPD	GEROGE, DANIEL	304 LAKESIDE BLVD	SUGAR LAND TX	<input checked="" type="checkbox"/>
VPD	HAUGH, JAMES	10018 IDLEBROOK DR	HOUSTON TX	<input checked="" type="checkbox"/>
D	HARRIS, DAVID	303 TIMBERWILDE	HOUSTON TX	<input checked="" type="checkbox"/>
D	MANIS, MATTHEW	9106 TANAGER	HOUSTON TX	<input checked="" type="checkbox"/>
D	RAINEY, MARY LOU	2010 DUNSTAN RD	HOUSTON TX	<input checked="" type="checkbox"/>
				<input type="checkbox"/>

TITLE	NAME	STREET ADDRESS	CITY, ST, ZIP	CHANGE	ADDITION
PRESIDENT	FIONDELLA, ROBERT W.	29 SUMMERBERRY CIRCLE	BRISTOL, CT 06010	<input checked="" type="checkbox"/>	<input type="checkbox"/>
CFO & TREASURER	SEARFOSS, DAVID W.	3 STRATFORD ROAD	FARMINGTON, CT 06030	<input checked="" type="checkbox"/>	<input type="checkbox"/>
EXEC. V.P.	MCLOUGHLEN, PHILIP R.	39 JOSHUA DRIVE	W. SIMSBURY, CT 06092	<input checked="" type="checkbox"/>	<input type="checkbox"/>
DIRECTOR	YOUNG, DONA D.	89 WOODFORD HILLS DR.	AVON, CT 06001	<input checked="" type="checkbox"/>	<input type="checkbox"/>
DIRECTOR	BOOTH, RICHARD H.	60 HIGH RIDGE RD.	S. GLASTONBURY, CT 06033	<input checked="" type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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:

David W. Searfoss

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-6-97 (860) 403-5947

Date Daytime Phone #

CR2E034 (9/96)