

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

FILED
Apr 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000003872 (8)
 1. Corporation Name
STRUCTURED SECURITY COMPANY, INC.



Principal Place of Business 777 SAN MARIN DR. % CORP SECRETARY'S OFFICE NOVATO CA 94998 US	Mailing Address 777 SAN MARIN DR. % CORP SECRETARY'S OFFICE NOVATO CA 94998 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/25/1994

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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4. FEI Number 13-2642442	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**DUDLEY, MICHAEL E
 % FIREMAN'S FUND INSURANCE COMPANY
 5310 CYPRESS CENTER DRIVE
 TAMPA FL 33609**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	HANSMEYER, HERBERT F	
STREET ADDRESS	777 SAN MARIN DR.	
CITY-ST-ZIP	NOVATO CA 94998	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	STINETTE, JOE L JR.	
STREET ADDRESS	777 SAN MARIN DR.	
CITY-ST-ZIP	NOVATO CA 94998	
TITLE	DCFO	<input type="checkbox"/> DELETE
NAME	POST, JEFFREY H	
STREET ADDRESS	777 SAN MARIN DR.	
CITY-ST-ZIP	NOVATO CA 94998	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	MARSH, HAROLD N III	
STREET ADDRESS	777 SAN MARIN DR.	
CITY-ST-ZIP	NOVATO CA 94998	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	SWANSON, THOMAS A	
STREET ADDRESS	777 SAN MARIN DR.	
CITY-ST-ZIP	NOVATO CA 94998	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input 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 checked="" type="checkbox"/> Addition
5.2 NAME	S/V Janet S. Kloenhamer
5.3 STREET ADDRESS	777 San Marin Drive
5.4 CITY-ST-ZIP	Novato CA 94998
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Janet S. Kloenhamer* 4/13/98 (415) 899-2000

CR2E034 (10/97)

STRUCTURED SECURITY COMPANY, INC.
(Subsidiary of Fireman's Fund Insurance Company)
(formerly known as International Holding Corporation)

PURPOSE: To engage in the business of structured settlements.

DIRECTORS
(Authorized No. 3)

Herbert F. Hansmeyer
Jeffrey H. Post

Joe L. Stinnette, Jr.

ELECTED OFFICERS

Herbert F. Hansmeyer
Joe L. Stinnette, Jr.

Chairman of the Board
President and Chief Executive
Officer

Jeffrey H. Post

Executive Vice President and
Chief Financial Officer

Harold N. Marsh, III

Senior Vice President and
Treasurer

Janet S. Kloenhamer

Senior Vice President, General
Counsel and Corporate Secretary

APPOINTED OFFICERS

Janet M. Holland

Assistant Secretary

Business address:

All of the above are located at 777 San Marin Drive, Novato,
California, 94998.

Home office address:

32 Loockerman Sq., Suite L-100,
Dover DE 19901