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May 11, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000001354
 1. Corporation Name
VALIC RETIREMENT SERVICES COMPANY

V2AT286404

Principal Place of Business 2929 ALLEN PKWY. HOUSTON TX 77019	Mailing Address 2929 ALLEN PKWY. HOUSTON TX 77019
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/17/1997
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 76-0519990
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	CRANK, J. DAVID	
STREET ADDRESS	2929 ALLEN PKWY	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WEST, THOMAS L JR	
STREET ADDRESS	2929 ALLEN PKWY.	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	SCHRAUB, PHILLIP W.	
STREET ADDRESS	2929 ALLEN PKWY	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	NELSON, BRENT C	
STREET ADDRESS	2929 ALLEN PKWY.	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	SHARPS, DONALD L	
STREET ADDRESS	2929 ALLEN PKWY.	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	OSBORNE, JOE C	
STREET ADDRESS	2929 ALLEN PKWY.	
CITY-ST-ZIP	HOUSTON TX 77019	

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	CEO + Chairman <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	President / Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Graf, John A.
3.3 STREET ADDRESS	2929 Allen Parkway
3.4 CITY-ST-ZIP	Houston TX 77019
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	Treasurer / Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Grady, Patrick E.
5.3 STREET ADDRESS	2929 Allen Parkway
5.4 CITY-ST-ZIP	Houston TX 77019
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Sr. VP / Secretary
6.3 STREET ADDRESS	Toles, Cynthia A.
6.4 CITY-ST-ZIP	2929 Allen Parkway Houston TX 77019

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, with all other like empowered.

SIGNATURE: *Daniel R. Crank* Daniel R. Crank 04/22/99 (713) 831-4356
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

545512-40044-30
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VALIC RETIREMENT SERVICES COMPANY
FEIN 76-0519990
FLORIDA - 1999 CORPORATION ANNUAL REPORT
ATTACHMENT

FILENAME: C:\DATA\MSEXCEL\1999\VRSCO\FL99\ANRP.XLS

OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
CEO and Chairman	Thomas L. West, Jr.	2929 Allen Parkway Houston TX 77019
President / Director	John A. Graf	2929 Allen Parkway Houston TX 77019
Chief Financial Officer / Director	Kent E. Barrett	2929 Allen Parkway Houston TX 77019
Exec. VP - Marketing / Director	Bruce R. Abrams	2929 Allen Parkway Houston TX 77019
Exec. VP - Sales	John E. Arant	2929 Allen Parkway Houston TX 77019
Exec. VP - Operations / Director	Carl J. Santillo	2929 Allen Parkway Houston TX 77019
Sr. Vice President & Chief Actuary	Michael J. Akers	2929 Allen Parkway Houston TX 77019
Sr. Vice President	Dwight L. Cramer, II	2929 Allen Parkway Houston TX 77019
Sr. Vice President & Treasurer / Director	Patrick E. Grady	2929 Allen Parkway Houston TX 77019
Sr. Vice President	Stephen G. Kellison	2929 Allen Parkway Houston TX 77019
Sr. Vice President & Controller / Director	Brent C. Nelson	2929 Allen Parkway Houston TX 77019
Sr. Vice President	Charles D. Robinson	2929 Allen Parkway Houston TX 77019
Sr. Vice President	Donald L. Sharps	2929 Allen Parkway Houston TX 77019
Sr. VP, General Counsel & Secretary	Cynthia A. Toles	2929 Allen Parkway Houston TX 77019
Vice President	Dan W. Arnold	2929 Allen Parkway Houston TX 77019
Vice President	J. David Crank	2929 Allen Parkway Houston TX 77019
Vice President	Norman A. Skinrod, Jr.	2929 Allen Parkway Houston TX 77019
Vice President	William C. Vetterling	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	Terry Festervand	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	James L. Gleaves	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	Tara S. Rock	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	Steven D. Rubinstein	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	Barbara G. Trygstad	2929 Allen Parkway Houston TX 77019
Asst. Treasurer	Marylyn S. Zlotnick	2929 Allen Parkway Houston TX 77019
Asst. Secretary	Cheryl G. Hemley	2929 Allen Parkway Houston TX 77019
General Auditor	Brian Toldan	2929 Allen Parkway Houston TX 77019
Tax Officer	Debra Lynne Walters	2929 Allen Parkway Houston TX 77019
Asst. Tax Officer	Daniel R. Cricks	2929 Allen Parkway Houston TX 77019