

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

FILED
Feb 18 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 # P00448 (1)
 1. Corporation Name
NATIONAL FOUNDATION LIFE INSURANCE COMPANY

Principal Place of Business 777 MAIN ST. SUITE #900 FT. WORTH TX 76102	Mailing Address 777 MAIN ST. SUITE #900 FT. WORTH TX 76102
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/29/1983	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 73-1187572	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	30	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 FLORIDA INSURANCE COMMISSIONER THE 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	
				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THIGPEN, JAMES W.	1.2 NAME	PATRICK J. MITCHELL
STREET ADDRESS	777 MAIN STREET	1.3 STREET ADDRESS	777 MAIN ST.
CITY-ST-ZIP	FT. WORTH TX	1.4 CITY-ST-ZIP	FORT WORTH, TX 76102
TITLE	TV <input type="checkbox"/> DELETE	2.1 TITLE	VSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PATRICK J. MITCHELL	2.2 NAME	PATRICK H. O'WELL
STREET ADDRESS	777 MAIN STREET	2.3 STREET ADDRESS	777 MAIN ST.
CITY-ST-ZIP	FT. WORTH TX	2.4 CITY-ST-ZIP	FORT WORTH, TX 76102
TITLE	SV <input type="checkbox"/> DELETE	3.1 TITLE	VT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NORRIS, MICHAEL D.	3.2 NAME	KELLEY L. BUCHANAN
STREET ADDRESS	777 MAIN STREET	3.3 STREET ADDRESS	777 MAIN ST.
CITY-ST-ZIP	FT. WORTH TX	3.4 CITY-ST-ZIP	FORT WORTH, TX 76102
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEVERKA, DENNIS A.	4.2 NAME	
STREET ADDRESS	777 MAIN STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEGLESS, MARGIE	5.2 NAME	
STREET ADDRESS	777 MAIN STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WORTH TX	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIDSON, STEPHEN D	6.2 NAME	
STREET ADDRESS	777 MAIN ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WORTH TX	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: *Kelley L. Buchanan* KELLEY L. BUCHANAN, SECRETARY 817-878-2320

CR2E034 (10/97)