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FILED  
Jan 28 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P14924** (5)  
1. Corporation Name  
**LINCOLN NATIONAL MANAGEMENT SERVICES, INC.**

Principal Place of Business <b>ONE REINSURANCE PLACE 1700 MAGNAVOX WAY FT. WAYNE IN 46804 US</b>	Mailing Address <b>PO BOX 7808 1300 S. CLINTON STREET FT. WAYNE IN 46801-7808 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. <b>NEED TO REMOVE:</b> 27 <b>1300 S. Clinton Street</b> 28 City & State 29 Zip 30 Country		3. Date Incorporated or Qualified <b>06/22/1987</b>	
		4. FEI Number <b>35-1690454</b>		Applied For <input type="checkbox"/> Not Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
		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 <b>PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301</b>				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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>S</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WOMACK, C. SUZANNE</b>	1.2 NAME	
STREET ADDRESS	<b>200 E BERRY ST</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FT. WAYNE IN 46801</b>	1.4 CITY-ST-ZIP	
TITLE	<b>PD</b>	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ROWLAND, LAWRENCE T</b>	2.2 NAME	
STREET ADDRESS	<b>1700 MAGNAVOX WAY</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FT. WAYNE IN 46804</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VPD</b>	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>TYLER, WILLIAM K.</b>	3.2 NAME	
STREET ADDRESS	<b>1700 MAGNAVOX WAY</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FT. WAYNE IN 46804</b>	3.4 CITY-ST-ZIP	
TITLE	<b>VT</b>	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WHITNEY, JANET C.</b>	4.2 NAME	
STREET ADDRESS	<b>200 E.BERRY ST</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FT. WAYNE IN 46801</b>	4.4 CITY-ST-ZIP	
TITLE	<b>AS</b>	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LEMON, MARK D.</b>	5.2 NAME	
STREET ADDRESS	<b>1700 MAGNAVOX WAY</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FT. WAYNE IN 46804</b>	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

(Mark D. Lemon)

1 17 98 (318) 455 4525

CR2E034 (10/97)

**Lincoln National Management Services, Inc.**

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804  
35-1690454

All Mail: P. O. Box 7808, Fort Wayne, IN 46801-7808

Officers

<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>
Chairman, CEO, and President Lawrence T. Rowland 392-46-9712	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	5025 Litchfield Road Fort Wayne, IN 46835
Senior Vice President Timothy J. Alford 315-50-4388	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	6622 Sweetbrier Drive Fort Wayne, IN 46804
Senior Vice President Kenneth J. Clark 305-38-4914	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	605 Beechwood Drive Fort Wayne, IN 46807
Senior Vice President and Assistant Treasurer William K. Tyler 337-36-5795	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2929 Buckhurst Run Fort Wayne, IN 46815
Vice President and General Counsel Raymond L. Prosser 316-46-5920	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	3823 Blythewood Place Fort Wayne, IN 46804
Vice President and Treasurer Janet C. Whitney 303-54-5250	200 East Berry Street Fort Wayne, IN 46801	11136 Creekwood Court Fort Wayne, IN 46804
Secretary C. Suzanne Womack 307-52-8679	200 East Berry Street Fort Wayne, IN 46801	5501 Chiswell Run Fort Wayne, IN 46835
Assistant Secretary Barbara Ann Collier 547-46-8606	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	4540-1 Kekionga Drive Fort Wayne, IN 46809
Assistant Secretary Mark D. Lemon 313-82-4245	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	824 Autumn Ridge Lane Fort Wayne, IN 46804