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Mar 10, 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

DOCUMENT # P16906

1. Corporation Name
CONTINENTAL LIFE INSURANCE COMPANY OF BRENTWOOD, TENNESSEE

Principal Place of Business Mailing Address
%CONTINENTAL LIFE CENTER **%CONTINENTAL LIFE CENTER**
101 CONTINENTAL PLACE **101 CONTINENTAL PLACE**
BRENTWOOD TN 37027 **BRENTWOOD TN 37027**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		11/23/1987	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		62-1181209	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
INSURANCE COMMISSIONER THE CAPITOL TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE		1.1 TITLE	C.D.	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BASKIN SR., RANDALL R.			1.2 NAME	Baskin Sr., Randall R.		
STREET ADDRESS	101 CONTINENTAL PLACE			1.3 STREET ADDRESS	101 Continental Place		
CITY-ST-ZIP	BRENTWOOD TN			1.4 CITY-ST-ZIP	Brentwood, TN 37027		
TITLE	V	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	HAGEWOOD, WILLIAM D.			2.2 NAME			
STREET ADDRESS	101 CONTINENTAL PLACE			2.3 STREET ADDRESS			
CITY-ST-ZIP	BRENTWOOD TN			2.4 CITY-ST-ZIP			
TITLE	STD	<input type="checkbox"/> DELETE		3.1 TITLE	PD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BASKIN, ROGER S.			3.2 NAME	Baskin, Roger S.		
STREET ADDRESS	101 CONTINENTAL PLACE			3.3 STREET ADDRESS	101 Continental Place		
CITY-ST-ZIP	BRENTWOOD TN			3.4 CITY-ST-ZIP	Brentwood, TN 37027		
TITLE	VD	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BRADLEY, WILLIAM B.			4.2 NAME			
STREET ADDRESS	101 CONTINENTAL PLACE			4.3 STREET ADDRESS			
CITY-ST-ZIP	BRENTWOOD TN			4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	ST	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				5.2 NAME	Light, Thomas A.		
STREET ADDRESS				5.3 STREET ADDRESS	101 Continental Place		
CITY-ST-ZIP				5.4 CITY-ST-ZIP	Brentwood, TN. 37027		
TITLE		<input type="checkbox"/> DELETE		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, with all other like empowered.

SIGNATURE: Thomas A Light Thomas A Light 3/2/1999 (615)377-1300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)