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Jan 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P02589** (0)
1. Corporation Name
FIDELITY INVESTMENTS LIFE INSURANCE COMPANY

Principal Place of Business
**82 DEVONSHIRE STREET
MAIL ZONE R25B
BOSTON MA 02109-0605**

Mailing Address
**82 DEVONSHIRE STREET
MAIL ZONE R25B
BOSTON MA 02109-3605**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/03/1984		3a. Date of Last Report 03/06/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 23-2164784		Applied For <input type="checkbox"/> 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		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE FLORIDA INSURANCE COMMISSIONER THE CAPITAL 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 FL		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					
TITLE	P	JAMEISON, RICHARD D		<input type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE ST / R25B			
STREET ADDRESS		BOSTON MA			
CITY - ST - ZIP					
TITLE	S	PEARLMAN, DAVID J		<input type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE ST			
STREET ADDRESS		BOSTON MA			
CITY - ST - ZIP					
TITLE	VT	KAFANTIS, MICHAEL		<input checked="" type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE ST.			
STREET ADDRESS		BOSTON MA			
CITY - ST - ZIP					
TITLE	D	JOHNSON, EDWARD C. III		<input type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE ST.			
STREET ADDRESS		BOSTON MA			
CITY - ST - ZIP					
TITLE	D	BURKHEAD, J. GARY		<input type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE ST.			
STREET ADDRESS		BOSTON MA			
CITY - ST - ZIP					
TITLE	SVP	PEARLMAN, DAVID J.		<input checked="" type="checkbox"/> DELETE	
NAME		82 DEVONSHIRE STREET			
STREET ADDRESS		BOSTON MA			
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	V/S		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
2.2 NAME	Pearlman, David J.				
2.3 STREET ADDRESS	82 Devonshire St				
2.4 CITY - ST - ZIP	Boston, MA				
3.1 TITLE	D/C		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
3.2 NAME	Rodney R. Rohda				
3.3 STREET ADDRESS	82 Devonshire St				
3.4 CITY - ST - ZIP	Boston, MA				
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 type="checkbox"/> Addition		
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY - ST - ZIP					
6.1 TITLE	D		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
6.2 NAME	Robert C. Pozen				
6.3 STREET ADDRESS	82 Devonshire St				
6.4 CITY - ST - ZIP	Boston, MA				

14. I do 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:

David J. Pearlman
DAVID J. PEARLMAN

1-15-97

617-563-7481

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)