

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

FILED
May 13 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 # 480779 (8)
1. Corporation Name
TROY FAIN - INSURANCE, INC.



Principal Place of Business 1147 E TENNESSEE STREET P O BOX 747 TALLAHASSEE FL 32302-0747	Mailing Address 1147 E TENNESSEE STREET P O BOX 747 TALLAHASSEE FL 32302-0747
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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 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 07/17/1975 4. FEI Number 59-1630046 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 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	
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9. Name and Address of Current Registered Agent HUDSON, EDWIN R. 117 S. GADSDEN STREET 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 FL 85 Zip Code	
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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 reappointing) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	D
NAME	KIRBY, JOE P.	1.2 NAME	
STREET ADDRESS	101 S. PHILLIPS AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	SIOUX FALLS SD	1.4 CITY-ST-ZIP	57104-6703
TITLE	VSD	2.1 TITLE	C/V/S/D
NAME	KIRBY, DAN L.	2.2 NAME	
STREET ADDRESS	101 S. PHILLIPS AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SIOUX FALLS SD	2.4 CITY-ST-ZIP	57104-6703
TITLE	PD	3.1 TITLE	
NAME	PATE, STEPHEN T	3.2 NAME	
STREET ADDRESS	101 S PHILLIPS AVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	SIOUX FALLS SD	3.4 CITY-ST-ZIP	57104-6703
TITLE	EVPO	4.1 TITLE	D
NAME	ESSELBORN, BRUCE A.	4.2 NAME	John Heneghan
STREET ADDRESS	115 PERIMETER CENTER TERRACE, #1190	4.3 STREET ADDRESS	CNA Plaza
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	Chicago, IL 60685
TITLE	VPD	5.1 TITLE	D
NAME	GREENBERG, ARTHUR A.	5.2 NAME	Mark C. Vonnahme
STREET ADDRESS	TWO N RIVERSIDE PLAZA	5.3 STREET ADDRESS	CNA Plaza
CITY-ST-ZIP	CHICAGO IL	5.4 CITY-ST-ZIP	Chicago, IL 60685
TITLE	VPSD	6.1 TITLE	D
NAME	ROBERTSON, MARY JANE	6.2 NAME	Thomas A. Pottle
STREET ADDRESS	115 PERIMETER CENTER TERRACE, #1190	6.3 STREET ADDRESS	CNA Plaza
CITY-ST-ZIP	ATLANTA GA	6.4 CITY-ST-ZIP	Chicago, IL 60685

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: _____ 4-28-98 605-336-0850

CR2E034 (10/97)

TROY FAIN - INSURANCE, INC.

DIRECTORS

Bob Ayo, CNA Plaza, Chicago, IL, 60685

John Heneghan, CNA Plaza, Chicago, IL, 60685

Dan L. Kirby, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703

Joe P. Kirby, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703

Stephen T. Pate, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703

Thomas A. Pottle, CNA Plaza, Chicago, IL, 60685

Mark C. Vonnahme, CNA Plaza, Chicago, IL, 60685

OFFICERS

Mark C. Vonnahme, Chief Executive Officer, CNA Plaza, Chicago, IL, 60685

Dan L. Kirby, Chairman of the Board, Executive Vice President, General Counsel and Secretary,
101 South Phillips Avenue, Sioux Falls, SD 57104-6703

Stephen T. Pate, President and Chief Operating Officer, 101 South Phillips Avenue, Sioux Falls,
SD 57104-6703

Larry A. Kasten, Vice President, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703

Philip E. Lundy, Vice President and Treasurer, 101 South Phillips Avenue, Sioux Falls, SD
57104-6703

Gregory A. Vinzant, Vice President, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703

David T. Rankin, Assistant Vice President, 1147 E. Tennessee Street, Tallahassee, FL 32308

Melissa D. Cooper, Assistant Vice President, 101 South Phillips Avenue, Sioux Falls, SD
57104-6703

Kim R. Gross, Assistant Secretary, 101 South Phillips Avenue, Sioux Falls, SD 57104-6703