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**Jan 22 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 # 556509 (8)
1. Corporation Name
LINCOLN NATIONAL FINANCIAL SERVICES, INC.



Principal Place of Business: **1300 SOUTH CLINTON STREET
% TAX DEPARTMENT
FORT WAYNE IN 46802-3506**

Mailing Address: **C/O LNL CONTROLLERS
1300 S. CLINTON ST. P.O. BOX 7839
FT. WAYNE IN 46801-7839
US**

| | |
|--|--|
| 3. Date Incorporated or Qualified 12/30/1977 | 3a. Date of Last Report 04/26/1996 |
| 4. FEI Number 35-1419921 | Applied For <input type="checkbox"/> Not Applicable |
| 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | |
|--|--|
| 21. Principal Place of Business Suite, Apt. #, etc. 22. City & State 23. Zip 24. Country | 2a. Mailing Address Suite, Apt. #, etc. 27. City & State 28. Zip 29. Country |
|--|--|

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
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 607.0132 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 | <input type="checkbox"/> DELETE |
| NAME | JOHN K. LUCAS | |
| STREET ADDRESS | 2120 N. DIXIE HWY | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | VPS | <input type="checkbox"/> DELETE |
| NAME | REED P. MILLER | |
| STREET ADDRESS | 1300 S. CLINTON | |
| CITY-ST-ZIP | FT. WAYNE IN | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | WHITNEY, JANET C | |
| STREET ADDRESS | 1300 S CLINTON ST | |
| CITY-ST-ZIP | FT WAYNE IN | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | BOSCIA, JON A | |
| STREET ADDRESS | 1300 S CLINTON ST. | |
| CITY-ST-ZIP | FT WAYNE IN | |
| TITLE | AS | <input type="checkbox"/> DELETE |
| NAME | BEEKS, RENEE L | |
| STREET ADDRESS | 1300 S. CLINTON ST. | |
| CITY-ST-ZIP | FT. WAYNE IN | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | BEHRENDT, JOHN M | |
| STREET ADDRESS | 1300 S. CLINTON ST. | |
| CITY-ST-ZIP | FT. WAYNE IN | |

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 | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 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 | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 6.4 CITY-ST-ZIP | |

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: *John M. Behrendt* 1/7/97 219-455-2607
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)