

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

FILED
Jan 30 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 # 801824 (4)
 1. Corporation Name
RANGER INSURANCE COMPANY



Principal Place of Business 10777 WESTHEIMER P.O. BOX 2807 HOUSTON TX 77252	Mailing Address 10777 WESTHEIMER P.O. BOX 2807 HOUSTON TX 77252
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/26/1923	
21	22	26	27	4. FEI Number 74-1280541	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	24	28	29	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 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 INSURANCE COMMISSIONER STATE OF FLORIDA 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

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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WALLNER, PETER M.		1.2 NAME	ROBERT H. RICH	
STREET ADDRESS	10777 WESTHEIMER		1.3 STREET ADDRESS	10777 Westheimer	
CITY-ST-ZIP	HOUSTON, TX 77252		1.4 CITY-ST-ZIP	Houston, TX 77042	
TITLE	VD	<input type="checkbox"/> DELETE	2.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SABO, ROBERT J.		2.2 NAME	RONALD H. BAY	
STREET ADDRESS	10777 WESTHEIMER		2.3 STREET ADDRESS	10777 Westheimer	
CITY-ST-ZIP	HOUSTON, TX 00000		2.4 CITY-ST-ZIP	Houston, TX 77042	
TITLE	S	<input type="checkbox"/> DELETE	3.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BLASINGAME, BARBARA		3.2 NAME	MICHAEL P. FAY	
STREET ADDRESS	10777 WESTHEIMER		3.3 STREET ADDRESS	10777 Westheimer	
CITY-ST-ZIP	HOUSTON, TX 00000		3.4 CITY-ST-ZIP	Houston, TX 77042	
TITLE	VD	<input type="checkbox"/> DELETE	4.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KENNY, JOHN L.		4.2 NAME	George W. Newton	
STREET ADDRESS	10777 WESTHEIMER		4.3 STREET ADDRESS	10777 Westheimer	
CITY-ST-ZIP	HOUSTON TX		4.4 CITY-ST-ZIP	Houston, TX 77042	
TITLE	V	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HERBERT, ROBERT K.		5.2 NAME	Arthur C. Platz	
STREET ADDRESS	10777 WESTHEIMER		5.3 STREET ADDRESS	10777 Westheimer	
CITY-ST-ZIP	HOUSTON TX		5.4 CITY-ST-ZIP	Houston, TX 77042	
TITLE	VD	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUIRIN, PHILLIP J.		6.2 NAME		
STREET ADDRESS	10777 WESTHEIMER		6.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX		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: _____ ROBERT J SABO 1-31-98 713 954-9100

CR2E034 (10/97)

CORPORATE DATE SHEET

Revised: November 1, 1997

Name and Address of CorporationRanger Insurance Company
1209 Orange St., Wilmington, DE 19801/New Castle Cty/(302) 658-7581

FEIN: 74-1280541

Charter File No. 0891187

Adm. Office: 10777 Westheimer, Suite 4 South, Houston, TX 77042
Harris County/(713) 954-8100 or 1-800-392-1970

<u>Place & Date of Incorporation</u>	<u>Term of Existence</u>	<u>Fiscal Yr. End</u>
Delaware - August 1, 1923	Perpetual	December 31

<u>No. Shares Authorized</u>	<u>Par Value</u>	<u>Total Capital Authorized</u>	<u># Shares Issued</u>
250,000	\$10.00	\$2,500,000.00	250,000

Name of Shareholder: Fairfax Inc. - 100% (name changed from Ranger Inc. effective July 3, 1996)Peter M. Wallner resigned as Director and Pres. & COO 10/31/97 - he currently serves as Vice Chairman.

Number Required 11 - Quorum 6

Directors

V. Prem Watsa, Chairman
Robert H. Rich
Michael P. Fay
J. Paul T. Fink
Robbert Hartog
John L. Kenny
Arthur C. Pletz, II
Philip J. Quirin, Jr.
Robert J. Sabo
Eric P. Salsberg
John C. Varnell

EXECUTIVE COMMITTEE

V. Prem Watsa, Chairman
John C. Varnell
Robert H. Rich

FINANCE COMMITTEE

V. Prem Watsa, Chairman
Robert H. Rich
Robert J. Sabo

COMPENSATION COMMITTEE

V. Prem Watsa, Chairman
John C. Varnell
Robert H. Rich

AUDIT COMMITTEE

Robbert Hartog, Chairman
V. Prem Watsa
John C. Varnell
Robert H. Rich

FAIRFAX FINANCIAL HOLDINGS LIMITED
95 Wellington St., West/Suite 800
Toronto, Ontario M5J 2N7
CANADA

(416) 367-4941 FAX: (416) 367-4946

Officers

Robert H. Rich, President & Chief Executive Officer
Ronald H. Bay, Senior Vice President
Michael P. Fay, Senior Vice President
John L. Kenny, Senior Vice President & General Counsel
George W. Newton, Senior Vice President
Arthur C. Pletz, II, Senior Vice President
Philip J. Quirin, Jr., Senior Vice President
Robert J. Sabo, Senior Vice President, Treasurer & CFO

Michael P. Berry, Vice President
Jimmy C. Coats, Vice President
John B. Deibler, Vice President
*John J. Donaghy, Vice President
Robert K. Herbert, Jr., Vice President
Wm. David Knight, Vice President
Mary Julia Macune, Vice President
Donald R. Mathis, Vice President
Diana A. Seitz, Vice President
George T. Younes, Vice President

Benjamin M. DeVries, Asst. Vice President
*Sandra M. Donaghy, Asst. Vice President
Linda A. Eppolito, Asst. Vice Pres. & Asst. Controller
David W. Grobmeier, Asst. Vice President
John D. C. Harrelson, Asst. Vice President
*E. Michael Hoke, Asst. Vice President
J. Davis Hyde, Asst. Vice President
Peter J. Wiedemann, Asst. Vice President

Barbara P. Blasingame, Secretary
Dawn C. Aitcheson, Secretary
Rosalinda Flatter, Secretary
C. Lynn Haney, Secretary
Barbara M. Harvey, Secretary
Michael K. Neff, Secretary
Susan M. Reyes, Secretary
Coyia L. Richter, Secretary
M. Wendy Germani, Assistant Secretary
Walter J. Kozuch, Assistant Secretary
Jessie D. Matthews, Assistant Secretary
P. Dianne Tingler, Assistant Secretary
Robert M. Wagner, Assistant Secretary

*RIC/Florida: 8050 Seminole Office Center, Suite 108
Seminole, FL 33772 - (813) 393-1355 /FAX (813) 393-6556

Type, Time & Call of Shareholder Meeting

Annual - 3rd Wednesday in March - 9:00 a.m.
Notice - 10 days
Special - 10 days

Type, Time & Call of Directors Meeting

Annual - 3rd Wednesday in March (follows S/M Meeting)
Notice - None
Special - 2 days written; 1 day telegraphic