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Mar 10 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 # 808565 (6)
 1. Corporation Name
THE GREAT-WEST LIFE ASSURANCE COMPANY



Principal Place of Business 8515 E. ORCHARD ROAD ENGLEWOOD CO 80111	Mailing Address 8515 E. ORCHARD ROAD ENGLEWOOD CO 80111
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/14/1951	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 98-0000673	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

**INSURANCE COMMISSIONER
 CAPITOL BUILDING
 TALLAHASSEE FL 32399-0300**

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 _____ 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	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURNS, J. W.	1.2 NAME	
STREET ADDRESS	751 VICTORIA SQUARE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MONTREAL QU	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DACKOW, O.T.	2.2 NAME	
STREET ADDRESS	8515 E ORCHARD ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	2.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HART, N.B.	3.2 NAME	D
STREET ADDRESS	2552 E ALAMEDA AVE	3.3 STREET ADDRESS	RILEY, H.S.
CITY-ST-ZIP	DENVER CO 80209	3.4 CITY-ST-ZIP	447 PORTAGE AVENUE WINNIPEG MA
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCFEETORS, R.S.L.	4.2 NAME	
STREET ADDRESS	100 OSVORNE ST N	4.3 STREET ADDRESS	100 OSBORNE STREET NORTH
CITY-ST-ZIP	WINNIPEG MA	4.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCALLUM, W. T.	5.2 NAME	
STREET ADDRESS	8515 E ORCHARD ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CA	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRISON, D.E.	6.2 NAME	
STREET ADDRESS	100 OSBORNE ST NORTH	6.3 STREET ADDRESS	
CITY-ST-ZIP	WINNIPEG MA	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: *D.C. Lennox* **D.C. LENNOX** **2-27-98** (303)689-5201
Signature, typed or printed name of signing officer or director

CR2E034 (10/97)

The Great-West Life Assurance Company
Florida Corporation Annual Report
1998

Title Code: D
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Montreal, Quebec, Canada H3Y 2J3

Title Code: D
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Winnipeg, Manitoba, Canada R3G 0L7

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