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**Jan 16 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 # 808900 (5)
1. Corporation Name
FRANKLIN AMERICAN LIFE INSURANCE COMPANY



Principal Place of Business
**377 RIVERSIDE DRIVE
STE. 400
FRANKLIN TN 37064
US**

Mailing Address
**P.O. BOX 681389
FRANKLIN TN 37068-1389
US**

3. Date Incorporated or Qualified 04/10/1952	3a. Date of Last Report 01/25/1996
4. FEI Number 54-0461772	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

21 Principal Place of Business Suite, Apt. #, etc.	26 Mailing Address Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Country
24 Country	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent
**INSURANCE COMMISSIONER
THE CAPITL BUILDING
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 607.0502 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	D	<input type="checkbox"/> DELETE
NAME	LOWREY, JUDITH, C	
STREET ADDRESS	190 HEALTHSETT DRIVE	
CITY- ST- ZIP	FRANKLIN TN 37064	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	POINDEXTER, JERRY D	
STREET ADDRESS	377 RIVERSIDE DR., SUITE 400	
CITY- ST- ZIP	FRANKLIN TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WILLIS, WADE, A	
STREET ADDRESS	1100 BRIANA DRIVE	
CITY- ST- ZIP	FRANKLIN TN 37064	
TITLE	PDC	<input type="checkbox"/> DELETE
NAME	HACKNEY, JOHN A.	
STREET ADDRESS	1505 CABOT DRIVE	
CITY- ST- ZIP	FRANKLIN TN	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	OSBORNE, RICHARD A	
STREET ADDRESS	377 RIVERSIDE DR., SUITE 400	
CITY- ST- ZIP	FRANKLIN TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	TREASURER/DIRECTOR	<input type="checkbox"/> Change <input checked="" 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	SECRETARY/DIRECTOR	<input type="checkbox"/> Change <input checked="" 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: *Wade A Willis* **SECRETARY** **1-7-97** **615-790-0464**

CR2E034 (9/96)