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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 808900

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields.

3. Date Incorporated or Qualified: 04/10/1952
 4. FEI Number: 54-0461772
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing - Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes

9. Name and Address of Current Registered Agent
INSURANCE COMMISSIONER
THE CAPITOL BUILDING
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85) fields.

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] (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DT	DELETE
NAME	LOWREY, JUDITH, C	
STREET ADDRESS	190 HEALTHERSETT DRIVE	
CITY-ST-ZIP	FRANKLIN TN	
TITLE	VD	DELETE
NAME	POINDEXTER, JERRY D	
STREET ADDRESS	377 RIVERSIDE DR., SUITE 400	
CITY-ST-ZIP	FRANKLIN TN	
TITLE	SD	DELETE
NAME	WILLIS, WADE, A	
STREET ADDRESS	1100 BRIANA DRIVE	
CITY-ST-ZIP	FRANKLIN TN	
TITLE	PDC	DELETE
NAME	HACKNEY, JOHN A.	
STREET ADDRESS	1505 CABOT DRIVE	
CITY-ST-ZIP	FRANKLIN TN	
TITLE	AS	DELETE
NAME	OSBORNE, RICHARD A	
STREET ADDRESS	377 RIVERSIDE DR., SUITE 400	
CITY-ST-ZIP	FRANKLIN TN	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	54-0461772	Change	Addition
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE		Change	Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		Change	Addition
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		Change	Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		Change	Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		Change	Addition
6.2 NAME			
6.3 STREET ADDRESS			
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, with all other like empowered.

SIGNATURE: [Signature] DATE: 1-4-99 DAYTIME PHONE #: 615-790-0464

CR2E034 (1/98)