


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

FILED

May 18 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # 811090 (0)		
1. Corporation Name <b>CONTINENTAL LIFE INSURANCE COMPANY</b>		



Principal Place of Business <b>714 MAIN STREET FT WORTH TX 76102</b>	Mailing Address <b>11815 N PENNSYLVANIA ST CARMEL IN 46032 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>11815 N. Pennsylvania St.</b> Suite, Apt. #, etc.		2a. Mailing Address 26 <b>11815 N. Pennsylvania St.</b> Suite, Apt. #, etc.		3. Date Incorporated or Qualified <b>06/11/1956</b>	
22 City & State 23 <b>Carmel, IN</b> Zip 24 <b>46032</b>		27 City & State 28 <b>Carmel, IN</b> Zip 29 <b>46032</b>		4. FEI Number <b>75-1302442</b> Applied For Not Applicable	
25 <b>US</b>		30 <b>US</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>INSURANCE COMMISSIONER 200 EAST GAINES STREET LARSON BUILDING TALLAHASSEE FL 32304</b>				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GONAWARE, DONALD F	1.2 NAME	Kilian, Thomas J.
STREET ADDRESS	11815 N PENNSYLVANIA ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLLIFLOWER, MICHAEL A	2.2 NAME	SVPAS
STREET ADDRESS	11815 N PENNSYLVANIA ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	2.4 CITY-ST-ZIP	
TITLE	EVPD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DICK, ROLLIN M	3.2 NAME	
STREET ADDRESS	11815 N PENNSYLVANIA ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADAMS, JAMES S	4.2 NAME	SVPT
STREET ADDRESS	11815 N PENNSYLVANIA ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUNEO, NGAIRE E	5.2 NAME	
STREET ADDRESS	11815 N PENNSYLVANIA ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	5.4 CITY-ST-ZIP	
TITLE	COBD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILBERT, STEPHEN C	6.2 NAME	
STREET ADDRESS	11815 N PENNSYLVANIA ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN	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 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 person authorized or 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: \_\_\_\_\_ DATE: 4/30/98 (317)817-6000

CR2E034 (10/97)

## OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office</u>
Stephen C. Hilbert	Chairman of the Board, Director
Thomas J. Kilian	President, Director
Rollin M. Dick	Executive Vice President and Chief Financial Officer, Director
John J. Sabl	Executive Vice President, General Counsel and Secretary, Director
James S. Adams	Senior Vice President and Treasurer
David J. Barra	Senior Vice President, Finance
Robert E. Burkett, Jr.	Senior Vice President, Legal and Assistant Secretary
Michael A. Colliflower	Senior Vice President, Legal, Chief Compliance Officer and Assistant Secretary
Jon F. Davis	Senior Vice President, Actuarial
William T. Devanney, Jr.	Senior Vice President, Corporate Taxes
James S. Hawke	Senior Vice President, Actuarial
Ronald F. Ruhl	Senior Vice President, Chief Actuary
Mark Shaw	Senior Vice President, Actuarial
K. Lowell Short, Jr.	Senior Vice President, Controller
James M. Crafton	Vice President, Financial Reporting
James C. Crampton	Vice President, Corporate Taxes
Marcus A. Dallas	Vice President, Investment Accounting
Louis S. Kanowsky	Vice President, Statutory Reporting
Daniel M. Kiefer	Vice President, Accounting
Christopher J. Krisch	Vice President, Marketing
Joseph L. Maverick	Vice President, Investment Officer
David A. White	Vice President, Marketing
Steven E. Willeke	Vice President, Financial Reporting
Beth A. Eischeid	Second Vice President, Legal
David D. Humm	Second Vice President, Corporate Taxes
Jill A. Kirk	Second Vice President, Actuarial
Ty V. Nguyen	Second Vice President, Accounting
Ngairé E. Cuneo	Director
Robert G. Clancy	Director
Laurence Good	Director
Susan C. Morisato	Senior Vice President, Actuarial, Director
Thomas J. Brophy	Senior Vice President
Charles W. Harris, Jr.	Senior Vice President
Timothy O'Keefe	Senior Vice President
Bradley A. Wolfram	Senior Vice President, Claims
Brian D. Camling	Vice President, Compliance and Assistant Secretary
Ann Collins	Assistant Vice President, Compliance

The address for Robert E. Burkett, Jr. is 11825 N. Pennsylvania St.,  
Carmel, IN 46032.