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Feb 12 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 # 813102 (1)

1. Corporation Name
SOUTHLAND LIFE INSURANCE COMPANY

Principal Place of Business
5780 POWERS FERRY RD., N.W.
P.O. BOX 105798
ATLANTA GA 30348-5798

Mailing Address
5780 POWERS FERRY RD., N.W.
P.O. BOX 105798
ATLANTA GA 30348-5798



3. Date Incorporated or Qualified 09/09/1971
3a. Date of Last Report 03/29/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 75-0572420		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL 32304

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	CEO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ST. JACQUES, ROBERT	1.2 NAME	Hilliard, Glenn R.
STREET ADDRESS	5780 POWERS FERRY RD. NW	1.3 STREET ADDRESS	5780 Powers Ferry Road, N.W.
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	Atlanta, Georgia 30327-4390
TITLE	CD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILLIARD, GLENN R	2.2 NAME	
STREET ADDRESS	5780 POWERS FERRY RD. NW	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA, GA 0	2.4 CITY-ST-ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MULCAHY, FRANCIS	3.2 NAME	
STREET ADDRESS	5780 POWERS FERRY RD. NW	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARMEYER, JOHN R.	4.2 NAME	
STREET ADDRESS	5780 POWERS FERRY RD. NW	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMPSON, JAMES D	5.2 NAME	
STREET ADDRESS	5780 POWERS FERRY RD. NW	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OLIVER, JYNDON	6.2 NAME	
STREET ADDRESS	5780 POWERS FERRY RD. NW	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA, GA 0	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: _____ 02/05/97 (770) 980-5100
SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Glenn R. Hilliard, President
Date Daytime Phone #

CR2E034 (9/96)