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FILED
Apr 20 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 # 814472 (7)

1. Corporation Name
FAMILY LIFE INSURANCE COMPANY

Principal Place of Business 701 BRAZOS SUITE 1200 AUSTIN TX 78701	Mailing Address 701 BRAZOS SUITE 1200 AUSTIN TX 78701
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/07/1960		4. FEI Number 91-0550883		Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business 21 2101 4th Avenue Suite, Apt. #, etc. 22 Suite 700	2a. Mailing Address 26	5. Certificate of Status Desired <input checked="" 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 owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No
23 Seattle, Washington	27 City & State	28	29	30
24 98121	25	26	27	28

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER CAPITOL BUILDING 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 FL		86 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 NAME STREET ADDRESS CITY-ST-ZIP	CDP MITTE, ROY F 701 BRAZOS ST., STE. 1200 AUSTIN TX 78701 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVPS PAYNE, EUGENE E 701 BRAZOS ST., STE. 1200 AUSTIN TX 78701 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVP SCHMITT, STEVEN P 701 BRAZOS ST SUITE 1200 AUSTIN TE <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVP FLERON, THEODORE A 701 BRAZOS ST, SUITE 1200 AUSTIN TE <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVPT GRACE, JAMES M 701 BRAZOS ST., STE. 1200 AUSTIN TX 78701 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D CROWE, JOSEPH F 701 BRAZOS ST SUITE 1200 AUSTIN TE <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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: _____

CR2E034 (10/97)

FAMILY LIFE INSURANCE COMPANY

**Officers and Directors of the Company
as of January 21, 1998**

**Business Address: 701 Brazos Street, 12th Floor
Austin, Texas 78701**

Roy F. Mitte	Chairman of the Board, President and Chief Executive Officer
James M. Grace	Executive Vice President, Chief Financial Officer, Treasurer, Director and Assistant Secretary
Eugene E. Payne	Executive Vice President, Chief Administrative Operations Officer, Director and Secretary
Jeffrey H. Demgen	Executive Vice President of Sales and Marketing and Director
Dale E. Mitte	Senior Vice President, Chief Underwriter and Director
Theodore A. Fleron	Senior Vice President, General Counsel, Director and Assistant Secretary
Steven P. Schmitt	Senior Vice President, Director and Assistant Secretary
Nigel Walker	Senior Vice President and Controller
Neuman Eskue	Senior Vice President
Thomas Richmond	Senior Vice President
John M. Welliver	Senior Vice President
Roberta A. Mitchell	Senior Vice President
John Peasley	Senior Vice President
Walter Reed	Senior Vice President

Kevin O'Leary	Senior Vice President
Robert D. Rue	Senior Vice President
Cindy Hall-Davis	Senior Vice President
Ricardo Cruz	Vice President
Robert Bender	Vice President
Peter Tritz	Vice President
Gary Hassenfratz	Vice President
Cory Zass	Vice President
Laurie Cleveland	Vice President
Larry Horne	Vice President
Sherry Jennings	Vice President
Chris Schrauff	Vice President
Bret Doyal	Vice President
Robert Cox	Vice President

Business Address: 2101 4th Avenue, Suite 700
Seattle, Washington 98121

Laurie Black	Senior Vice President
Sherry Stroud	Vice President
Joanne Shattuck	Vice President