


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

FILED

Apr 30 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 814485 (9)</b>					
1. Corporation Name <b>FIDELITY AND GUARANTY LIFE INSURANCE COMPANY</b>					
Principal Place of Business <b>100 LIGHT STREET P.O. BOX 1138 BALTIMORE MD 21202</b>			Mailing Address <b>100 LIGHT STREET P.O. BOX 1138, N/A BALTIMORE MD 21202-1036 US</b>		
2. Principal Place of Business 21 <b>6225 SMITH AVE</b> Suite, Apt. #, etc. 22 City & State 23 <b>BALTIMORE, Md</b> Zip Country 24 <b>21209</b> 25		2a. Mailing Address 26 <b>6225 SMITH AVE</b> Suite, Apt. #, etc. 27 <b>TAX DEPT LA0302</b> City & State 28 <b>BALTIMORE, Md</b> Zip Country 29 <b>21209</b> 30		3. Date Incorporated or Qualified <b>06/14/1960</b>	
				3a. Date of Last Report <b>04/23/1996</b>	
		4. FEI Number <b>52-6033321</b>		Applied For Not Applicable	
		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 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 <b>INSURANCE COMMISSIONER CAPITOL BLDG TALLAHASSEE FL 32301</b>			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 Signature of typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	CD	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BLAKE, NORMAN P JR		1.2 NAME		
STREET ADDRESS	100 LIGHT ST		1.3 STREET ADDRESS	<b>6225 SMITH AVE</b>	
CITY-ST-ZIP	BALTIMORE MD		1.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21209</b>	
TITLE	VS	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HOFFEN, JOHN F JR		2.2 NAME		
STREET ADDRESS	100 LIGHT ST		2.3 STREET ADDRESS	<b>6225 SMITH AVE</b>	
CITY-ST-ZIP	BALTIMORE MD		2.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21209</b>	
TITLE	VD	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SAUL, BRUCE H		3.2 NAME		
STREET ADDRESS	100 LIGHT ST		3.3 STREET ADDRESS	<b>100 E PRATT ST</b>	
CITY-ST-ZIP	BALTIMORE MD		3.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21202</b>	
TITLE	SV	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	GAINES, GENE F		4.2 NAME	<b>PAMELA A. BIESACK</b>	
STREET ADDRESS	6225 SMITH AVE		4.3 STREET ADDRESS	<b>6225 SMITH AVE</b>	
CITY-ST-ZIP	BALTIMORE MD 21209		4.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21209</b>	
TITLE	AVP	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	SPAIVEN, KERRY		5.2 NAME	<b>RONALD C. MISHLER</b>	
STREET ADDRESS	100 LIGHT ST		5.3 STREET ADDRESS	<b>6225 SMITH AVE</b>	
CITY-ST-ZIP	BALTIMORE MD		5.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21209</b>	
TITLE	D	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HALE, DAN L		6.2 NAME		
STREET ADDRESS	100 LIGHT STREET		6.3 STREET ADDRESS	<b>6225 SMITH AVE</b>	
CITY-ST-ZIP	BALTIMORE MD		6.4 CITY-ST-ZIP	<b>BALTIMORE, Md 21209</b>	
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: <b>John F. Hoffen</b> SECRETARY 4/21/97 (4-10) 205-6578					

CR2E034 (9/96)