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PROFIT
CORPORATION
ANNUAL REPORT
1999

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

FILED
99 APR 29 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 817508

1. Corporation Name
AMERICAN PROTECTION INSURANCE COMPANY

Principal Place of Business	Mailing Address
1 KEMPER DR. LONG GROVE IL 60049-0001 US	1 KEMPER DR. LONG GROVE IL 60049-0001 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/27/1963

4. FEI Number
36-2763106
[ ] Applied For
[ ] Not Applicable

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 [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 Country 25	Zip 29 Country 30

9. Name and Address of Current Registered Agent

INSURANCE COMMISSIONER
THE CAPITOL
MIAMI, FL
TALLAHASSEE FL 32304

10. Name and Address of New Registered Agent

81 Name: CORPORATION SERVICE COMPANY
82 Street Address (P.O. Box Number is Not Acceptable): 1201 HAYS STREET
83
84 City: TALLAHASSEE FL 85 Zip Code: 32301

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: Maureen Cullen MAUREEN COLLEN, ASST. VICE-PRES. 4/26/99
Signature, typed or printed name of registered agent and title if applicable (NEW Registered Agent) Date

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	GCSC	[ ] DELETE	11 TITLE	[ ] Change [ ] Add
NAME	CONWAY, J K		12 NAME	
STREET ADDRESS	6211 N KNOX		13 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL		14 CITY-ST-ZIP	
TITLE	VD	[ ] DELETE	21 TITLE	[ ] Change [ ] Add
NAME	WHITE, W. L.		22 NAME	
STREET ADDRESS	3203 REMINGTON DR		23 STREET ADDRESS	
CITY-ST-ZIP	CRYSTAL LAKE IL		24 CITY-ST-ZIP	
TITLE	P	[ ] DELETE	31 TITLE	[ ] Change [ ] Add
NAME	SIMMONS, W E		32 NAME	
STREET ADDRESS	4614 VALERIE DR		33 STREET ADDRESS	
CITY-ST-ZIP	CRYSTAL LAKE IL		34 CITY-ST-ZIP	
TITLE	EVD	[ ] DELETE	41 TITLE	[ ] Change [ ] Add
NAME	MATHIS, D B		42 NAME	
STREET ADDRESS	529 BRIAR LN		43 STREET ADDRESS	
CITY-ST-ZIP	LAKE FOREST IL		44 CITY-ST-ZIP	
TITLE	T	[X] DELETE	51 TITLE	[ ] Change [X] Add
NAME	ELSTROM, D.C.		52 NAME	
STREET ADDRESS	1125 DRESDEN DR		53 STREET ADDRESS	
CITY-ST-ZIP	HOFFMAN ESTATES IL		54 CITY-ST-ZIP	
TITLE	CEO	[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME	SMIALEK, ROBERT L.		62 NAME	
STREET ADDRESS	4003 NEO DR		63 STREET ADDRESS	
CITY-ST-ZIP	CRYSTAL LAKE IL		64 CITY-ST-ZIP	

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Michael Finelli, Jr.
One Kemper Drive
Long Grove, IL 60049

CR2E034 (11/98)

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 a director or officer 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: John Conway 4/21/99 847-320-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone