

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

FILED
Feb 27 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 # **820062** (8)
1. Corporation Name
AMERICAN CAPITOL INSURANCE COMPANY

Principal Place of Business 10555 RICHAMOND AVENUE HOUSTON TX 77042-5054 US	POB 42814	Mailing Address 10555 RICHAMOND AVENUE HOUSTON TX 77042-5054 US	POB 42814
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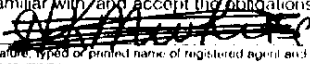


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 11/18/1966	
4. FEI Number 74-1219404		5. Certificate of Status Desired <input type="checkbox"/>		Applied For Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees	

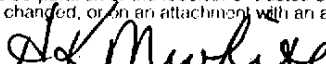
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
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11. 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  DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CORNETT, JOHN D.	1.2 NAME	
STREET ADDRESS	10555 RICHMOND AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON, TX 00000	1.4 CITY-ST-ZIP	
TITLE	VPS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLANCY, PAUL L	2.2 NAME	
STREET ADDRESS	10555 RICHMOND AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	TC	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MUSSELWHITE, H K	3.2 NAME	
STREET ADDRESS	10555 RICHMOND AVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON, TX 00000	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILL, C S JR	4.2 NAME	
STREET ADDRESS	2924 ELLA LEE	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUEST, WILLIAM F.	5.2 NAME	
STREET ADDRESS	10555 RICHMOND AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 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 in an attachment with an address.

SIGNATURE:  H. Kathleen Musselwhite 2/09/98 (713) 974-2242

CR2E034 (10/97)