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**May 14 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 822115 (2)
1. Corporation Name
BALBOA LIFE INSURANCE COMPANY

Principal Place of Business: 18581 TELLER AVE. IRVINE CA 92612 US
Mailing Address: P O BOX 19702 ATTN:TAX DEPT IRVINE CA 92623



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/26/1968
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 92-2566317
24 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent UNITED STATES CORPORATION COMPANY 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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 _____ (Signature, 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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUKOW, R.	1.2 NAME	
STREET ADDRESS	600 ANTON BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D FITE, G. L.	2.2 NAME	
STREET ADDRESS	600 ANTON BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AVPC FOGARTY, T.T.	3.2 NAME	
STREET ADDRESS	600 ANTON BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D BUKOW, R.	4.2 NAME	
STREET ADDRESS	600 ANTON BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	4.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PD SPENCE, J. C.	5.2 NAME	PD NEAL R. ATON
STREET ADDRESS	600 ANTON BLVD	5.3 STREET ADDRESS	18581 TELLER AVE
CITY-ST-ZIP	COSTA MESA CA 92626-7147	5.4 CITY-ST-ZIP	IRVINE, CA 92612
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AT HITZEL, T.G.	6.2 NAME	
STREET ADDRESS	600 ANTON BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA 92627-7147	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 registered 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.

CR2E034 (10/97)

11 21 68 (544) 125 1200

BALBOA LIFE INSURANCE COMPANY

LIST OF OFFICERS AND DIRECTORS

OFFICERS

BUSINESS ADDRESS

John C. Spence
Chairman
SS# 292-24-1154

600 Anton Boulevard
Costa Mesa, CA 92626-7147

Neal Aton
President
SS# 139-46-9003

18581 Teller Drive
Irvine, CA 92612-1627

Ronald Bukow
Exec. Vice President
& Treasurer
SS# 057-36-1287

600 Anton Boulevard
Costa Mesa, CA 92626-7147

Gary L. Fite
Exec. Vice President
& Controller
SS# 573-54-1059

600 Anton Boulevard
Costa Mesa, CA 92626-7147

William J. Pearson
Exec. Vice President
SS# 132-28-3790

600 Anton Boulevard
Costa Mesa, CA 92626-7147

Herbert F. Smith
Exec. Vice President
& Secretary
SS# 551-48-2759

600 Anton Boulevard
Costa Mesa, CA 92626-7147

Charles W. Bennington
Senior Vice President &
Sr. Claims Executive
SS# 290-40-7644

600 Anton Boulevard
Costa Mesa, CA 92626-7147

David M. Bridges
Senior Vice President
SS# 448-38-8595

18581 Teller Drive
Irvine, CA 92612-1627

OFFICERS

D. David Cissell
Senior Vice President
SS# 568-52-0082

Jeffrey M. Brown
Vice President
SS# 216-74-6372

James J. Clark
Vice President
SS# 594-52-1738

Timothy T. Fogarty
Vice President &
Controller
SS# 559-23-1094

Bonnie Hickman
Vice President
SS# 338-48-9895

John D. Kramer
Vice President
SS# 291-46-4373

Ernest G. Gekas
Asst. Vice President
& Asst. Secretary
SS# 350-24-2889

Michael S. Mackenzie
Vice President
SS# 571-98-2960

John F. Meadows
Vice President
SS# 308-48-9264

Anthony W. Miles
Vice President
SS#

BUSINESS ADDRESS

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Irvine, CA 92612-1627

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OFFICERS

Sharon Paolino
Vice President
SS# 546-64-3300

John Tullius
Vice President
SS# 556-74-4597

Frederick A. Urschel
Vice President & Actuary
SS# 307-50-6421

Robert A. Banuelos
Asst. Vice President
SS# 554-50-2493

Elizabeth Kirwin
Asst. Vice President
SS# 530-62-8943

Christian E. Simonsen
Asst. Vice President,
Asst. Controller &
Asst. Treasurer
SS# 555-69-4033

Laila Soares
Asst. Vice President &
Asst. Secretary
SS# 548-74-8994

Barry T. Eldal
Asst. Secretary
SS# 480-94-7252

John H. Marks
Asst. Secretary
SS# 146-38-7067

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Costa Mesa, CA 92626-7147

OFFICERS

Janet L. Bobsin
Asst. Treasurer
SS# 318-40-7425

Thomas G. Hitzel
Asst. Treasurer
SS# 552-68-3340

BUSINESS ADDRESS

600 Anton Boulevard
Costa Mesa, CA 92626-7147

600 Anton Boulevard
Costa Mesa, CA 92626-7147

DIRECTORS

Charles W. Bennington

Same as above

Ronald Bukow

Same as above

Stephen Davis

Same as above

Gary L. Fite

Same as above

Warren R. Lyons

600 Anton Boulevard
Costa Mesa, CA 92626-7147

William Pearson

Same as above

Eugene R. Schutt, Jr.

600 Anton Boulevard
Costa Mesa, CA 92626-7147

Herbert F. Smith

Same as above

John C. Spence

Same as above

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Updated 02/11/98