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**Apr 09 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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



DOCUMENT # 837290 (6)
1. Corporation Name
AMERICAN ALLIANCE INSURANCE COMPANY

Principal Place of Business: **580 WALNUT ST., SUITE 825 CINCINNATI OH 45202**
Mailing Address: **580 WALNUT ST., SUITE 825 CINCINNATI OH 45202-3110**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/01/1976		3a. Date of Last Report 04/10/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 95-1542353		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	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				10. Name and Address of New Registered Agent			
STATE INSURANCE COMMISSIONER CAPITOL BUILDING TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____
(Type, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DSVP	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HORRELL, KAREN HOLLEY			1.2 NAME			
STREET ADDRESS	580 WALNUT ST. CINCINNATI OH			1.3 STREET ADDRESS			
CITY-STATE-ZIP				1.4 CITY-STATE-ZIP			
TITLE	CPD	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LINDNER, CARL H., III			2.2 NAME			
STREET ADDRESS	580 WALNUT ST. CINCINNATI OH			2.3 STREET ADDRESS			
CITY-STATE-ZIP				2.4 CITY-STATE-ZIP			
TITLE	DSVP	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GRUBER, GARY J			3.2 NAME			
STREET ADDRESS	580 WALNUT ST. CINCINNATI OH			3.3 STREET ADDRESS			
CITY-STATE-ZIP				3.4 CITY-STATE-ZIP			
TITLE	AVPS	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HAYES, RONALD C.			4.2 NAME			
STREET ADDRESS	580 WALNUT ST CINCINNATI OH			4.3 STREET ADDRESS			
CITY-STATE-ZIP				4.4 CITY-STATE-ZIP			
TITLE	DSV	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LARSON, DONALD DUMFORD			5.2 NAME			
STREET ADDRESS	580 WALNUT ST. CINCINNATI OH			5.3 STREET ADDRESS			
CITY-STATE-ZIP				5.4 CITY-STATE-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-STATE-ZIP				6.4 CITY-STATE-ZIP			

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.

EVE CUTLER ROSEN, VICE PRESIDENT
SIGNATURE: *Eve Cutler Rosen* DATE: **4/3/97** DAY/PHONE: **513/369-5013**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

AMERICAN ALLIANCE INSURANCE COMPANY

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	
Robert F. Amory	Director/Sr. Vice President/Treasurer	580 Walnut Street	Cincinnati, OH 45202
Gary J. Gruber	Director/Sr. Vice President	580 Walnut Street	Cincinnati, OH 45202
Thomas A. Hayes	Director/Sr. Vice President	580 Walnut Street	Cincinnati, OH 45202
Karen Holley Horrell	Director/Sr. Vice President/General Counsel/Secretary	580 Walnut Street	Cincinnati, OH 45202
Donald D. Larson	Director/Sr. Vice President	580 Walnut Street	Cincinnati, OH 45202
Carl H. Lindner III	Director/Chairman/ President	580 Walnut Street	Cincinnati, OH 45202
S. Craig Lindner	Director	One East 4th Street	Cincinnati, OH 45202
John J. McGovern	Sr. Vice President	3105 Glenwood Avenue	Raleigh, NC 27612
John J. Twomey	Sr. Vice President	49 East 4th Street	Cincinnati, OH 45202
John L. Doellman	Vice President/ Actuary	580 Walnut Street	Cincinnati, OH 45202
Allen F. Eling	Vice President	580 Walnut Street	Cincinnati, OH 45202
Lawrence J. Otto	Vice President	580 Walnut Street	Cincinnati, OH 45202
Eve Cutler Rosen	Vice President/ Asst. Secretary	580 Walnut Street	Cincinnati, OH 45202
John A. Rowney	Vice President	125 Malden Lane	New York, NY 10038
Jerry S. Runnels	Vice President	580 Walnut Street	Cincinnati, OH 45202
Roger Smith	Vice President & Controller	580 Walnut Street	Cincinnati, OH 45202
Kathleen Brown	Asst. Vice President	One East 4th Street	Cincinnati, OH 45202
Ronald C. Hayes	Asst. Vice President/ Asst. Secretary	580 Walnut Street	Cincinnati, OH 45202
Robert J. Schwartz	Asst. Vice President & Asst. Controller	580 Walnut Street	Cincinnati, OH 45202
Robert J. Schweikert	Asst. Vice President & Asst. Treasurer	580 Walnut Street	Cincinnati, OH 45202
Thomas E. Mischell	Asst. Treasurer	One East 4th Street	Cincinnati, OH 45202
Fred J. Runk	Asst. Treasurer	One East 4th Street	Cincinnati, OH 45202