

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997
AMOUNT DUE ON OR BEFORE 9/17/97: \$61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

FILED

Aug 12 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 840038 (4)
 1. Corporation Name
PHILADELPHIA AMERICAN LIFE INSURANCE COMPANY



Principal Place of Business 3121 BUFFALO SPEEDWAY P.O. BOX 2465 HOUSTON TX 77098	Mailing Address 3121 BUFFALO SPEEDWAY P.O. BOX 2465 HOUSTON TX 77098
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/16/1978	3a. Date of Last Report 05/01/1996
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2. Principal Place of Business 21 200 Westlake Park Blvd.	2a. Mailing Address 26 200 Westlake Park Blvd.
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State Houston, TX	28 City & State Houston, TX
24 Zip 77079	25 Country
29 Zip 77079	30 Country

4. FEI Number 74-1952955	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER
 CAPITAL BUILDING
 TALLAHASSEE FL 32304**

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

FL

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reappointing) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PSD	<input checked="" type="checkbox"/> DELETE
NAME	MOORE, RDNEY D.	
STREET ADDRESS	500 N AKARD ST	
CITY-ST-ZIP	DALLAS TX	
TITLE	TD	<input checked="" type="checkbox"/> DELETE
NAME	BROWN, SUSAN A.	
STREET ADDRESS	3121 BUFFALO SPEEDWAY	
CITY-ST-ZIP	HOUSTON TX	
TITLE	SV	<input checked="" type="checkbox"/> DELETE
NAME	WHITE, GARY L.	
STREET ADDRESS	3121 BUFFALO SPEEDWAY	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BEHRENS, SUSANNE J.	
STREET ADDRESS	3121 BUFFALO SPEEDWAY	
CITY-ST-ZIP	HOUSTON TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	CARTWRIGHT, STEVEN R.	
STREET ADDRESS	500 N. AKARD ST.	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ZIMMERMAN, VERNON K.	
STREET ADDRESS	500 N AKARD ST	
CITY-ST-ZIP	DALLAS TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/T/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Chen, Bill S.	
1.3 STREET ADDRESS	200 Westlake Park Blvd.	
1.4 CITY-ST-ZIP	Houston, TX 77079	
2.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Frazier, Mary D.	
2.3 STREET ADDRESS	200 Westlake Park Blvd.,	
2.4 CITY-ST-ZIP	Houston TX 77079	
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Lee, Jerry	
3.3 STREET ADDRESS	200 Westlake Park Blvd.	
3.4 CITY-ST-ZIP	Houston, TX 77079	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Tai, David	
4.3 STREET ADDRESS	200 Westlake Park Blvd.	
4.4 CITY-ST-ZIP	Houston, TX 77079	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Chen, L. C.	
5.3 STREET ADDRESS	200 Westlake Park Blvd.	
5.4 CITY-ST-ZIP	Houston, TX 77079	
6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Wang, Don J.	
6.3 STREET ADDRESS	200 Westlake Park Blvd.	
6.4 CITY-ST-ZIP	Houston, TX 77079	

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or as an attachment with an address.

SIGNATURE _____ REQUIRED 07/28/ 1997 (281)368-7200

CFR2E037 (4/97)