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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 840038

1. Corporation Name
PHILADELPHIA AMERICAN LIFE INSURANCE COMPANY

Principal Place of Business 200 WESTLAKE PARK BLVD HOUSTON TX 77079 US	Mailing Address 200 WESTLAKE PARK BLVD HOUSTON TX 77079 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 02/16/1978
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 74-1952955
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Country 25	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
	Zip 29	Country 30
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		

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 FL 85 Zip Code
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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 _____ DATE _____
Signature, 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 NAME STREET ADDRESS CITY-ST-ZIP	PTD CHEN, BILL S 200 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	V KARLOVITZ, LEO F 200 WESTLAKE PARK BLVD Houston, TX <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS FRAZIER, MARY D 20 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V LEE, JERRY 200 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D TAI, DAVID 200 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D CHEN, L. C. 200 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WANG, DON J 200 WESTLAKE PARK BLVD HOUSTON TX <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 617, 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:  SIGNATURE REQUIRED: Leo Karlovitz, V/CFO Date: Apr. 16, 1999 (281)368-7265 Daytime Phone #

CR2E037 (1/98)