

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 # 844269 (1)

1. Corporation Name
THE PAUL REVERE PROTECTIVE LIFE INSURANCE COMPAN Y

Principal Place of Business 18 CHESTNUT STREET WORCESTER MA 01608	Mailing Address 18 CHESTNUT STREET WORCESTER MA 01608
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26	1 Fountain Square	10/01/1979	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
				04-2528304	
22		27		5. Certificate of Status Desired <input type="checkbox"/>	
City & State		City & State		\$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
Zip		Zip		\$5.00 May Be Added to Fees	
Country		Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24		29		30	
37402		Hamilton			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE INSURANCE COMMISSIONER OF FLORIDA CAPITOL BUILDING TALLAHASSEE FL 32304				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	SOULE, CHARLES EVERET			1.2 NAME	See attached list for complete update.		
STREET ADDRESS	18 CHESTNUT ST WORCESTER MA			1.3 STREET ADDRESS			
CITY-ST-ZIP				1.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	BOGGS, DONALD EUGENE			2.2 NAME			
STREET ADDRESS	18 CHESTNUT ST WORCESTER MA			2.3 STREET ADDRESS			
CITY-ST-ZIP				2.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	RICHARDS, BRUCE ALLISON			3.2 NAME			
STREET ADDRESS	18 CHESTNUT ST. WORCESTER MA			3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE	VTD	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	HILBERT, JAMES ANDREW			4.2 NAME			
STREET ADDRESS	18 CHESTNUT ST. WORCESTER MA			4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	GATES, GERALD MICHAEL			5.2 NAME			
STREET ADDRESS	18 CHESTNUT ST. WORCESTER MA			5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	MUCCI, RICHARD LOUIS			6.2 NAME			
STREET ADDRESS	18 CHESTNUT STREET WORCESTER MA			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 on an attachment with an address.

Ralph A. Rogers, Jr.

CF2E034 (10/97)



PROVIDENT

Provident Companies, Inc.
1 Fountain Square, Chattanooga, TN 37402
423.755.1011

OFFICERS AND DIRECTORS LIST
as of December 31, 1997

Officer and Director
Chandler, James Harold
209 Fleetwood Drive
Lookout Mountain, TN
37350

Officer and Director
Watjen, Thomas Ros
P. O. Box 281
Lookout Mountain, TN
37350

Director
Sorensen, Burton Erhard
Sand Springs Road
Morristown, NJ
07960

Director
Armstrong, William Lester
1625 Broadway, Suite 780
Denver, CO 80202



PROVIDENT

Provident Companies, Inc.
1 Fountain Square, Chattanooga, TN 37402
423.755.1011

Director
Heffner, Charlotte MacLellan
3655 Randall Hall, NW
Atlanta, GA 30327

Director
Jacks, Hugh Benford
101 Carnoustie
Shoal Creek, AL 35242

Director
Johnson, William Bailey
W. B. Johnson Properties
Suite 2075
3424 Peachtree Road, NE
Atlanta, GA 30326

Director
MacLellan, Jr., Hugh Owen
The MacLellan Foundation
1 Fountain Square
Chattanooga, TN 37402

Director
MacMillan, Albert Slocumb (Pat)
Team Resources
River Edge One, Suite 425
5500 Interstate North Pkwy., NW
Atlanta, GA 30328-4604

Director
Pollard, Charles William
The Servicemaster Company
One Servicemaster Way
Downers Grove, IL 60515



PROVIDENT

Provident Companies, Inc.
1 Fountain Square, Chattanooga, TN 37402
423.755.1011

Director
Probasco, Jr., Scott Livingston
Suntrust Bank
P. O. Box 1638
Chattanooga, TN 37401

Director
Bolinder, William Howard
Zurich Insurance Company
1400 American Lane
Schamburg, IL 60196

Director
Gluckstern, Steven Mark
Zurich Reinsurance Centre
44th Floor
1 Chase Manhattan Plaza
New York, NY 100-5

Director
Reinemund, Steven S.
Frito-Lay Company
P. O. Box 660634
Dallas, TX 75266-0636

Officer
Gartland, Timothy Corbally
08291997 (Ceased Employment)

Officer
Best, Robert O'Hara
1810 East Brow Road
Signal Mountain, TN 37377



PROVIDENT

Provident Companies, Inc.
1 Fountain Square, Chattanooga, TN 37402
423.755.1011

Officer

Olingy, Jeffery Frederick
1937 Aviara Drive
Chattanooga, TN 37421

Officer

Heys, Jr., Thomas Baisden
215 Primrose Way
Signal Mountain, TN 37377

Officer

Roth, Susan Nance
2913 Reynard Trail
Signal Mountain, TN 37377

Officer

Rogers, Jr., Ralph Arnold
1600 Rockland Court
Cleveland, TN 37311

Officer

Shell, Jr., George Arthur
6008 Parkland Cres.
Burlington, Canada L7M3V5

Officer

Copeland, Dean Floyd
214 Camden Road, NE
Atlanta, GA 30309

Officer

Nadeja, Peter Carl
23 Cabot Court
Wayne, PA 19087



PROVIDENT

Provident Companies, Inc.
1 Fountain Square, Chattanooga, TN 37402
423.755.1011

Officer
Greving, Robert Carl
105 Brow View Lane
Signal Mountain, TN 37377

Officer
Corbett, Vicki Wright
23 Majestic Oaks Frice
Signal Mountain, TN 37377

Officer
Riggieri, Albert Angelo
50 Carousel Drive
Millbury, MA 01527