


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Mar 16 1998 8:00am  
Secretary of State

* PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 845097 (5)</b>					
1. Corporation Name <b>SOUTHERN GUARANTY INSURANCE COMPANY</b>					

Principal Place of Business <b>2545 TAYLOR RD. P.O. BOX 235004 MONTGOMERY AL 36117 US</b>	Mailing Address <b>PO BOX 235004 P.O. BOX 235004 MONTGOMERY AL 36123-2004 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified <b>01/29/1980</b>	
25		30 U. S.		4. FEI Number <b>63-0350861</b>	
				Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
				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	

9. Name and Address of Current Registered Agent <b>STATE INSURANCE COMMISSIONER THE CAPITOL BUILDING TALLAHASSEE FL 32301</b>				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	

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	NAME	STREET ADDRESS	CITY - ST - ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
	MERIWETHER, RUSH	2545 TAYLOR RD.	MONTGOMERY AL				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
	PC RIDLING, JIM L.	2545 TAYLOR RD.	MONTGOMERY AL				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
	VSD GREEN, GUY	2545 TAYLOR RD.	MONTGOMERY AL				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
	VD DRAUGHON, JR., HENRY P.	2545 TAYLOR RD.	MONTGOMERY AL				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
	VD DUNN, WILLIAM R	2545 TAYLOR RD.	MONTGOMERY AL				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP
	VD KEITH, CHARLES L	2545 TAYLOR RD.	MONTGOMERY AL				

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 supplementing 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 agent, trustee or 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 attached page with an address.

SIGNATURE:

Rush Meriwether  
Treasurer

03/06/98 334-270-6000

CR2E034 (10/97)

**1997 STATEMENT OF**  
**OFFICERS AND DIRECTORS**  
**SOUTHERN GUARANTY INSURANCE COMPANY**

<u>Name and Address</u>	<u>Title</u>	<u>Shares Held</u>
Jimmy Larry Ridling 2545 Taylor Road Montgomery, AL 36117	Chairman of the Board of Directors, President and Chief Executive Officer	None
Guy Francis Green, Jr. 2545 Taylor Road Montgomery, AL 36117	Senior Vice President, Chief Financial Officer, Secretary and Director	None
William Robert Dunn 2545 Taylor Road Montgomery, AL 36117	Senior Vice President and Director	None
Henry Pearce Draughon, Jr. 2545 Taylor Road Montgomery, AL 36117	Senior Vice President, General Counsel and Director	None
Charles Lee Keith 2545 Taylor Road Montgomery, AL 36117	Senior Vice President, Chief Investment Officer and Director	None
Michael Carl Skay Two World Financial Center 225 Liberty Street, 42nd Floor New York, NY 10281	Director	None
Ben Maurice Spillers 717 Green Valley Road Greensboro, NC 27408	Senior Vice President	None
Sharon Eleais Brown 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Stephen Hart Cone 717 Green Valley Road Greensboro, NC 27408	Vice President	None
Larry Faye Criswell 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Lewis Pitts Culpepper, Jr. 717 Green Valley Road Greensboro, NC 27408	Vice President	None
Roger Melvin Droste 717 Green Valley Road Greensboro, NC 27408	Vice President	None

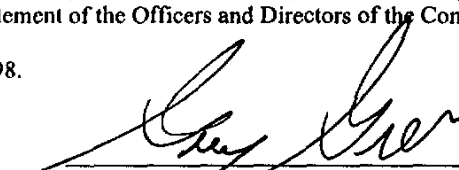
**1997 STATEMENT OF**  
**OFFICERS AND DIRECTORS**  
**SOUTHERN GUARANTY INSURANCE COMPANY**

**PAGE TWO**

<b><u>Name and Address</u></b>	<b><u>Title</u></b>	<b><u>Shares Held</u></b>
Ronnie Dale Hinton 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Jack Steven Hooks 717 Green Valley Road Greensboro, NC 27408	Vice President	None
Dale Luther Kocher 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Walter Rushing Meriwether 2545 Taylor Road Montgomery, AL 36117	Vice President and Treasurer	None
Richard August Rauschenburg 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Michael Francis Roberts 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Bert Charles Shephard 2545 Taylor Road Montgomery, AL 36117	Vice President	None
Thomas Neblett Stephenson, Jr. 717 Green Valley Road Greensboro, NC 27408	Vice President	None
Gerald Edward Willis 717 Green Valley Road Greensboro, NC 27408	Vice President	None

I, Guy Green, being the duly elected Secretary of Southern Guaranty Insurance Company (the Company), do hereby certify this to be a true and correct statement of the Officers and Directors of the Company as of December 31, 1997.

Dated this the 2nd day of January, 1998.

  
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Guy Green, Secretary  
Southern Guaranty Insurance Company

Southern Guaranty Insurance Company  
Corporate Annual Report - 1998  
Attachment Sheet Block 12

Title	D
Name	Skay, Michael C.
Address	Two World Financial Center 225 Liberty Street, 42nd Floor
City-State-Zip	New York, NY 10281