

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

FILED  
Feb 26 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **854077** (5)  
1. Corporation Name  
**TMG LIFE INSURANCE COMPANY**



Principal Place of Business <b>ATTN: GUY MONTAG 401 N. EXEC DR. SUITE 300 BROOKFIELD WI 53008-0503 US</b>	Mailing Address <b>ATTN: GUY MONTAG PO BOX 503 BROOKFIELD WI 53008-0503 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>09/15/1982</b>	
4. FEI Number <b>45-0208990</b>		5. Certificate of Status Desired <input checked="" 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>	
7. 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

**INSURANCE COMMISSIONER  
CAPITOL BLDG.  
TALLAHASSEE FL 32301**

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

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

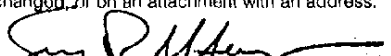
TITLE	PD	<input type="checkbox"/> DELETE
NAME	<b>EVASON, KENNETH L.</b>	
STREET ADDRESS	<b>401 N EXEC DR., STE 300</b>	
CITY-ST-ZIP	<b>BROOKFIELD WI</b>	
TITLE	VPD	<input checked="" type="checkbox"/> DELETE
NAME	<b>EDWARDS, EVERETT E.</b>	
STREET ADDRESS	<b>401 N EXEC DR, STE 300</b>	
CITY-ST-ZIP	<b>BROOKFIELD WI</b>	
TITLE	SVD	<input type="checkbox"/> DELETE
NAME	<b>SMITH, JAMES R.</b>	
STREET ADDRESS	<b>401 N EXEC DR, STE 300</b>	
CITY-ST-ZIP	<b>BROOKFIELD WI</b>	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	<b>KAUFMAN, STANLEY N.</b>	
STREET ADDRESS	<b>700 SEVENTH STREET, SOUTH</b>	
CITY-ST-ZIP	<b>FARGO ND</b>	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	<b>ASTLEY, ROBERT M.</b>	
STREET ADDRESS	<b>227 KING STREET, SOUTH</b>	
CITY-ST-ZIP	<b>WATERLOO ON</b>	
TITLE	D	<input type="checkbox"/> DELETE
NAME	<b>MACINTOSH, DAVID A.</b>	
STREET ADDRESS	<b>227 KING ST, SOUTH</b>	
CITY-ST-ZIP	<b>WATERLOO ON</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>Michael J. Steppe</b>	
1.3 STREET ADDRESS	<b>401 N. Executive Dr, Ste 300</b>	
1.4 CITY-ST-ZIP	<b>Brookfield, WI 53008</b>	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<b>Karen E. Maidment</b>	
2.3 STREET ADDRESS	<b>227 King Street, South</b>	
2.4 CITY-ST-ZIP	<b>Waterloo ON</b>	
3.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	<b>Guy R. Montag</b>	
3.3 STREET ADDRESS	<b>401 N. Executive Dr, Ste 300</b>	
3.4 CITY-ST-ZIP	<b>Brookfield, WI 53008</b>	
4.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<b>Kevin Heil</b>	
4.3 STREET ADDRESS	<b>401 N. Executive Dr, Ste 300</b>	
4.4 CITY-ST-ZIP	<b>Brookfield, WI 53008</b>	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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.

SIGNATURE:



2/17/98 414-797-3909

CR2E034 (10/97)