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May 06 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 # 854209 (4)

1. Corporation Name
LIFE INSURANCE COMPANY OF ILLINOIS

Principal Place of Business 3750 WEST DEERFIELD RD RIVERWOODS IL 60015	Mailing Address 3750 WEST DEERFIELD RD RIVERWOODS IL 60015
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/29/1982	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-2542311	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	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 THE CAPITOL TALLAHASSEE FL 30015				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	CEO	1.1 TITLE	Controller and Accounting Officer
NAME	AUSTIN, JOSEPH D.	1.2 NAME	Fred T. Barth
STREET ADDRESS	3750 W DEERFIELD RD	1.3 STREET ADDRESS	3750 West Deerfield Road
CITY-ST-ZIP	RIVERWOODS IL	1.4 CITY-ST-ZIP	Riverwoods, IL 60015
TITLE	SVPD	2.1 TITLE	
NAME	AUSTIN, WILLIAM S	2.2 NAME	
STREET ADDRESS	3750 WEST DEERFIELD RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERWOODS IL	2.4 CITY-ST-ZIP	
TITLE	DCEO	3.1 TITLE	
NAME	AUSTIN, JOSEPH D	3.2 NAME	
STREET ADDRESS	3750 W DEERFIELD RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERWOOD IL	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	DORMAN, ROLAND F.	4.2 NAME	
STREET ADDRESS	3750 W DEERFIELD RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERWOODS IL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	SEIDEL, GERHARD E.	5.2 NAME	
STREET ADDRESS	3750 W DEERFIELD RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERWOODS IL	5.4 CITY-ST-ZIP	
TITLE	SVPD	6.1 TITLE	
NAME	AUSTIN, MICHAEL	6.2 NAME	
STREET ADDRESS	3750 W DEERFIELD ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERWOODS IL	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: 

Fred T. Barth, Controller and Accounting

4/17/98

(847) 520-1900

CR2E034 (10/97)