

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

FILED
May 18 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # 854692 (1)
1. Corporation Name
PHILADELPHIA LIFE INSURANCE COMPANY

Principal Place of Business
11815 N. PENNSYLVANIA ST.
CARMEL IN 48032

Mailing Address
11815 N. PENNSYLVANIA ST.
CARMEL IN 48032



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|-----------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 11/17/1982 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 74-2075220 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Country | 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 checked="" type="checkbox"/> No | |

| | | | |
|--|--|--|--|
| 9. Name and Address of Current Registered Agent COMMISSIONER OF INSURANCE STATE TREASURER'S OFFICE STATE CAPITOL PLAZA LEVEL 11 TALLAHASSEE FL 32399 | | 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 | COBD | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HILBERT, STEPHEN C | 1.2 NAME | |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 1.4 CITY-ST-ZIP | |
| TITLE | P | 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GONGAWARE, DONALD F | 2.2 NAME | Kilian, Thomas J. |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 2.4 CITY-ST-ZIP | |
| TITLE | EVPS | 3.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | INLOW, LAWRENCE | 3.2 NAME | Dick, Rollin M. |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 3.4 CITY-ST-ZIP | |
| TITLE | D | 4.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | INLOW, LAWRENCE | 4.2 NAME | Sabl, John J. |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 4.4 CITY-ST-ZIP | |
| TITLE | SVPT | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ADAMS, JAMES S | 5.2 NAME | |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 5.4 CITY-ST-ZIP | |
| TITLE | SVPA | 6.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RUHL, RONALD | 6.2 NAME | Colliflower, Michael A. |
| STREET ADDRESS | 11815 N. PENNSYLVANIA ST. | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | CARMEL IN 48032 | 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 registered agent, authorized and 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 sheet with an address.

SIGNATURE:

ROBERT E. BUEVETT JR. 4/30/98 (317) 817-6000

CR2E034 (10/97)

OFFICERS AND DIRECTORS

| <u>Name</u> | <u>Office</u> |
|--------------------------|---|
| Stephen C. Hilbert | Chairman of the Board, Director |
| Thomas J. Kilian | President, Director |
| Rollin M. Dick | Executive Vice President and Chief Financial Officer, Director |
| John J. Sabl | Executive Vice President, General Counsel and Secretary, Director |
| James S. Adams | Senior Vice President and Treasurer |
| David J. Barra | Senior Vice President, Finance |
| Robert E. Burkett, Jr. | Senior Vice President, Legal and Assistant Secretary |
| Michael A. Colliflower | Senior Vice President, Legal, Chief Compliance Officer and Assistant Secretary |
| Jon F. Davis | Senior Vice President, Actuarial |
| William T. Devanney, Jr. | Senior Vice President, Corporate Taxes |
| James S. Hawke | Senior Vice President, Actuarial |
| Ronald F. Ruhl | Senior Vice President, Chief Actuary |
| Mark Shaw | Senior Vice President, Actuarial |
| K. Lowell Short, Jr. | Senior Vice President, Controller |
| James M. Crafton | Vice President, Financial Reporting |
| James C. Crampton | Vice President, Corporate Taxes |
| Marcus A. Dallas | Vice President, Investment Accounting |
| Louis S. Kanowsky | Vice President, Statutory Reporting |
| Daniel M. Kiefer | Vice President, Accounting |
| Christopher J. Krisch | Vice President, Marketing |
| Joseph L. Maverick | Vice President, Investment Officer |
| David A. White | Vice President, Marketing |
| Steven E. Willeke | Vice President, Financial Reporting |
| Beth A. Eischeid | Second Vice President, Legal |
| Allan J. Heindl | Second Vice President, Product Approval and Compliance |
| David D. Humm | Second Vice President, Corporate Taxes |
| Jill A. Kirk | Second Vice President, Actuarial |
| Ty V. Nguyen | Second Vice President, Accounting |
| Ngairé E. Cuneo | Director |
| Michael A. Colliflower | Director |
| Karl W. Kindig | Director |

The address for Robert E. Burkett, Jr. is 11825 N. Pennsylvania St.,
Carmel, IN 46032.