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

Apr 07 1998 8:00am LLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State DIVISION OF CORPORATIONS 1998 POCUMENT # F94000001481 (0) J. GORDON GAINES, INC. Principal Place of Business Mailing Address P.O. BOX 43360 P.O. BOX 43360 BIRMINGHAM AL 35243 BIRMINGHAM AL 35243 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 03/24/1994 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 34-1453253 21 Not Applicable 26 Suite, Apt. #, etc. Suite Apt # etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 Trust Fund Contribution Added to Fees 28 Zip Country Country This corporation owes or has paid the current year Intangible 25 Personal Property Tax due June 30. Yes 30 24 29 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent Name RUCKER, LONNIE **580 SOUTH LAWRENCE BLVD.** 82 Street Address (P.O. Box Number is Not Acceptable) **KEYSTONE HEIGHTS FL 32656** вэ 84 City 85 Zip Code 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. (NOTE: Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS Addition DELETE 1.1 TITLE Change TITLE HUFFMAN, ROBERT Y NAME 1.2 NAME HUFFMAN, ROBERT Y. 3760 RIVER RUN DR. STREET ADDRESS 1.3 STREET ADDRESS 3760 RIVER RUN DRIVE BIRMINGHAM AL 36243-3360 1.4 CITY-ST-ZIP BIRMIGNHAM, AL 35243 DITY-ST-ZIP R DELETE X Addition TITLE 21 TITLE Change LEONARD, STEPHEN P NAME 2.2 NAME GAYLE, NORMAN W. III 3760 RIVER RUN DR. STREET ADDRESS 2.3 STREET ADDRESS 3760 RIVER RUN DRIVE BIRMINGHAM AL 36243-3360 CITY-ST-ZIP 2. 4 CITY-ST-ZIP BIRMINGHAM, AL 35243 DELETE **K** Change Addition 3.1 TITLE TITLE lv/s/d THORNTON, DONALD W 3.2 NAME NAME THORNTON, DONALD W. 3760 RIVER RUN DR. 3.3 STREET ADDRESS STREET ADDRESS 3760 RIVER RUN DRIVE BIRMINGHAM AL 36243-3360 City-St-ZiP 3.4. City - ST - ZiP BIRMINGHAM, AL 35243 DELETE Change K Addition TITLE 41 TITLE PATRICK, BARRY A. NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS 3760 RIVER RUN DRIVE CITY-ST-7IP 4.4 CITY-ST-ZIP BIRMINGHAM, AL 35243 DELETE Change K Addition TITLE 51 TITLE ANGELL, CHARLES M. NAME 5.2 NAME 3760 RIVER RUN DRIVE STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 54 CITY-ST-ZIP BIRMINGHAM, AL 35243 Change Addition DELETE TITLE 61 TITLE SEE ATTACHED LIST

6.2 NAME

6.3 STREET ADDRESS 6.4 CITY - \$1 - ZIP

SIGNATURE:

NAME

STREET ADDRESS

14. Thereby 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 conjectation or the receiver or trusted 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 attraction of the receiver of trusted empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in PETER J. HILDEBRAND

3-30-98

205-970-7000

FILED

J. GORDON GAINES, INC.

Officers & Directors	Title <u>Code</u>	Title Name
Robert Y. Huffman	C/D	Chairman & Chief Executive Officer
Norman W. Gayle, III	P/D	President & Chief Operating Officer
Barry A. Patrick	V/D	Executive Vice President-Administration and Assistant Treasurer
Charles M. Angell	V	Senior Vice President-Insurance Operations
Robert K. Cooney	V	Senior Vice President-Reinsurance Assumed
Robin H. Etheridge	V	Senior Vice President-Reinsurance Assumed
Brian R. Meredith	V/T	Senior Vice President-Finance and Treasurer
Bobby L. Nolen	V	Senior Vice President-Field Operations
Donald W. Thornton	V/S/D	Senior Vice President-General Counsel and Secretary
David L. Feely	V	Vice President-Reinsurance Assumed
Peter J. Hildebrand	V	Vice President-Claims and Regulatory Compliance
William C. Nelson	V	Vice President-Operations
Stephen P. Russell	V	Vice President-Actuarial
Stephen P. Solimine	V	Vice President-General Manager
Mary Beth Heibein		Controller, Principal Accounting Officer, Assistant Treasurer &
		Assistant Secretary

The business address for each of the above listed officers and directors is as follows:

3760 River Run Drive Birmingham, AL 35243