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Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90080 021 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F97000001288**

1. Corporation Name
DIRECT GENERAL INSURANCE COMPANY



Principal Place of Business: 1281 MURFREESBORO RD NASHVILLE TN 37217
 Mailing Address: 1281 MURFREESBORO RD NASHVILLE TN 37217

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **03/11/1997**

4. FEI Number: **62-1695059** Applied For: Not Applicable:

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business (21-23) and Mailing Address (24-26) details including Suite, Apt. #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent
**INSURANCE COMMISSIONER
 THE CAPITOL BUILDING
 TALLAHASSEE FL**

10. Name and Address of New Registered Agent (81-85)
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ADAIR, JACQUELINE C	
STREET ADDRESS	1281 MURFREESBORO RD	
CITY-ST-ZIP	NASHVILLE TN 37217	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	D'AGOSTINO, JAMES S JR.	
STREET ADDRESS	AMERICAN GENERAL CENTER	
CITY-ST-ZIP	NASHVILLE TN 37250	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	NEWTON, JON P	
STREET ADDRESS	2929 ALLEN PARKWAY	
CITY-ST-ZIP	HOUSTON TX 77019	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	KELLEY, JOE	
STREET ADDRESS	AMERICAN GENERAL CENTER	
CITY-ST-ZIP	NASHVILLE TN 37250	
TITLE	SVD	<input checked="" type="checkbox"/> DELETE
NAME	BARRETT, KENT E	
STREET ADDRESS	AMERICAN GENERAL CENTER	
CITY-ST-ZIP	NASHVILLE TN 37250	
TITLE	SV	<input checked="" type="checkbox"/> DELETE
NAME	BUCKLEY, MICHAEL J	
STREET ADDRESS	AMERICAN GENERAL CENTER	
CITY-ST-ZIP	NASHVILLE TN 37250	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	VCFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Elkins, Barry D.	
2.3 STREET ADDRESS	1281 Murfreesboro Road	
2.4 CITY-ST-ZIP	Nashville, Tennessee 37217	
3.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Wilson, Ronald F.	
3.3 STREET ADDRESS	1281 Murfreesboro Road	
3.4 CITY-ST-ZIP	Nashville, Tennessee 37217	
4.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Moore, Brian G.	
4.3 STREET ADDRESS	1281 Murfreesboro Road	
4.4 CITY-ST-ZIP	Nashville, Tennessee 37217	
5.1 TITLE	CD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Adair, William C.	
5.3 STREET ADDRESS	1281 Murfreesboro Road	
5.4 CITY-ST-ZIP	Nashville, Tennessee 37217	
6.1 TITLE	VC	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Schreiber, Kurt G.	
6.3 STREET ADDRESS	1281 Murfreesboro Road	
6.4 CITY-ST-ZIP	Nashville, Tennessee 37217	

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, with all other like empowered.

SIGNATURE: *Ronald F. Wilson* 4/06/99 (615) 366-3727
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Ronald F. Wilson, Secretary** Date: _____ Daytime Phone #: _____

CR2E034 (1/98)