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

PROFIT CORPORATION ANNUAL REPORT 1999

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

FILED
99 APR 29 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F98000005017

1. Corporation Name
KEMPER INDEPENDENCE INSURANCE COMPANY

Principal Place of Business
1 KEMPER DRIVE
LONG GROVE IL 60049-0001

Mailing Address
1 KEMPER DRIVE
LONG GROVE IL 60049-0001

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/04/1998

4. FEI Number
36-4230019

[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $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
Suite, Apt #, etc
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt #, etc
27
City & State
28
Zip
29
Country
30

9. Name and Address of Current Registered Agent

THE INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL 32399-0300

10. Name and Address of New Registered Agent

81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83
84 City: Tallahassee FL 85 Zip Code: 32301

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 Maureen Cullen ASST. VICE-PRES, MAUREEN COWEN 4/28/99
Signature, typed or printed name of registered agent and title if applicable DATE

12. OFFICERS AND DIRECTORS

TITLE	C	[ ] DELETE
NAME	SMITH, WILLIAM D	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	
TITLE	D	[ ] DELETE
NAME	MATHIS, DAVID B	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	
TITLE	VD	[ ] DELETE
NAME	WHITE, WALTER L	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	
TITLE	P	[ ] DELETE
NAME	MILLER, DAVID J	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	
TITLE	S	[ ] DELETE
NAME	CONWAY, JOHN K	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	
TITLE	T	[X] DELETE
NAME	ELSTROM, DAVID C	
STREET ADDRESS	1 KEMPER DRIVE	
CITY-ST-ZIP	LONG GROVE IL 60049-0001	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 1 TITLE		[ ] Change [ ] Addition
1 2 NAME		
1 3 STREET ADDRESS		
1 4 CITY-ST-ZIP		
2 1 TITLE		[ ] Change [ ] Addition
2 2 NAME		
2 3 STREET ADDRESS		
2 4 CITY-ST-ZIP		
3 1 TITLE		[ ] Change [ ] Addition
3 2 NAME	800002857118--2	
3 3 STREET ADDRESS		
3 4 CITY-ST-ZIP		
4 1 TITLE		[ ] Change [ ] Addition
4 2 NAME		
4 3 STREET ADDRESS		
4 4 CITY-ST-ZIP		
5 1 TITLE		[ ] Change [ ] Addition
5 2 NAME		
5 3 STREET ADDRESS		
5 4 CITY-ST-ZIP		
6 1 TITLE	T	[ ] Change [X] Addition
6 2 NAME	Michael Finelli, Jr.	
6 3 STREET ADDRESS	One Kemper Drive	
6 4 CITY-ST-ZIP	Long Grove, IL 60049-0001	

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: [signature] John Conway 847-320-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)