


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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # K52577 (9) 1. Corporation Name LOYALTY LIFE INSURANCE COMPANY		
Principal Place of Business P.O. BOX 13487 KANSAS CITY MO 64199-0487		Mailing Address P.O. BOX 13487 KANSAS CITY MO 64199-0487



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3200 Highland Avenue Suite, Apt. #, etc. 22 City & State 23 Downers Grove, IL Zip 24 60515 Country 25 USA		2a. Mailing Address 26 3200 Highland Avenue Suite, Apt. #, etc. 27 Attn: Legal Dept. City & State 28 Downers Grove, IL Zip 29 60515 Country 30 USA		3. Date Incorporated or Qualified 12/20/1988	
		4. FEI Number 38-2242132		Applied For Not Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
		7. 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 FLORIDA INSURANCE COMMISSIONER CAPITOL BLDG. 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	VD	1.1 TITLE	P/D
NAME	GRAHAM, ROBERT J.	1.2 NAME	Edward L. Wristen
STREET ADDRESS	300 W. 11TH ST	1.3 STREET ADDRESS	3200 Highland Avenue
CITY-ST-ZIP	KANSAS CITY MO	1.4 CITY-ST-ZIP	Downers Grove, IL 60515
TITLE	PD	2.1 TITLE	V/D
NAME	MULLER, GARY L.	2.2 NAME	Thomas von Grempe
STREET ADDRESS	300 W. 11TH ST.	2.3 STREET ADDRESS	23092 Mill Creek Road
CITY-ST-ZIP	KANSAS CITY MO	2.4 CITY-ST-ZIP	Laguna Hills, CA 92653
TITLE	CD	3.1 TITLE	T/D
NAME	MERRIMAN, MICHAEL A.	3.2 NAME	Joseph E. Whitters
STREET ADDRESS	300 W. 11TH ST.	3.3 STREET ADDRESS	3200 Highland Avenue
CITY-ST-ZIP	KANSAS CITY MO	3.4 CITY-ST-ZIP	Downers Grove, IL 60515
TITLE	V	4.1 TITLE	S/D
NAME	KINNAIRD, DONNA H.	4.2 NAME	Susan T. Smith
STREET ADDRESS	300 W. 11TH STREET	4.3 STREET ADDRESS	3200 Highland Avenue
CITY-ST-ZIP	KANSAS CITY MO	4.4 CITY-ST-ZIP	Downers Grove, IL 60515
TITLE	VT	5.1 TITLE	D
NAME	JENKINS, GARY E	5.2 NAME	James C. Smith
STREET ADDRESS	300 W 11TH ST	5.3 STREET ADDRESS	3200 Highland Avenue
CITY-ST-ZIP	KANSAS CITY MO	5.4 CITY-ST-ZIP	Downers Grove, IL 60515
TITLE	S	6.1 TITLE	
NAME	JUNEAU, RICHARD J.	6.2 NAME	
STREET ADDRESS	300 W. 11TH STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	KANSAS CITY MO	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 in an attachment with an address.

SIGNATURE:

Susan Whitters

4/28/98 (30)241-7545

CP2E034 (10/97)