

DO1081

**SOUTHERN GENERAL
INSURANCE COMPANY**

April 27, 1998

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFIED MAIL CERTIFIED NO.: Z 339 709 305

Re: Voluntary Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida

400002505814--6
-04/29/98--01104--002
*****35.00 *****35.00

Gentlemen:

Enclosed herewith please find the original and our file copy of Our Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida. Additionally, enclosed is our check in the amount of \$35.00 to cover fees in connection with the filing of this application. We would appreciate your stamping our file copy of the application indicating the date of its receipt and returning our file copy to us in the enclosed self addressed and stamped envelope.

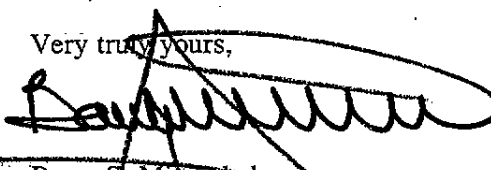
Upon filing of this application it is our understanding that we will not be required to file a 1998 Profit Corporation Annual Statement. If our understanding is incorrect, please let us know immediately.

Please be advised that in August, 1996, Southern General Insurance Company voluntarily surrendered its Certificate of Authority as a foreign insurer in Florida pursuant to the provisions of Florida Statute, Section 624.430 (2), since Southern General Insurance Company had not written any business in the State of Florida during the calendar years 1995 and 1996. Although we continued to maintain our status as a foreign corporation authorized to transact business in the State of Florida and filed our annual reports in 1996 and 1997, we transacted no business in the State of Florida during those two years or at any time during this current calendar year.

We are forwarding a copy of this correspondence and a copy of the enclosed application to the Florida Department of Insurance to advise them of the voluntary surrender of our authority to transact business or conduct affairs in the State of Florida.

Should you have any questions concerning this matter, please do not hesitate to contact us.

Very truly yours,


Barry S. Mittenthal
Vice President & General Counsel

BSM/jw

FILED
98 APR 29 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl:

Withdrawal
NFS
5-6-98

cc: Department of Insurance
State of Florida
200 East Gaines Street
Tallahassee, FL 32399-0333

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Southern General Insurance Company

(Name of Corporation)

Georgia

(Incorporated Under Laws Of)

FILED
98 APR 29 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

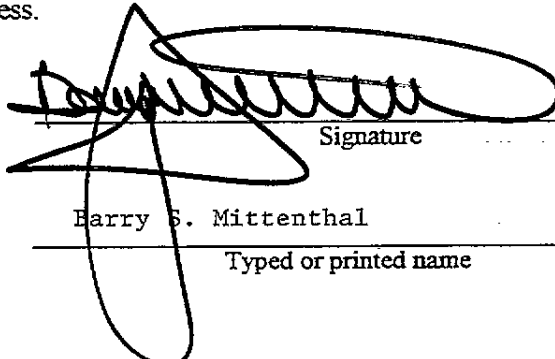
P.O. Box 28155

(Mailing Address)

Atlanta, GA 30358

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Vice President and General Counsel

Signature

Title

Barry S. Mittenthal

April 24, 1998

Typed or printed name

Date