

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

FILED
Apr 16 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P02396 (0)
 1. Corporation Name
MISSION LIFE INSURANCE COMPANY



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| Principal Place of Business 9235 KATY FREEWAY 400 HOUSTON TX 77024 US | Mailing Address 9235 KATY FREEWAY HOUSTON TX 77024-1522 |
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| 3. Date Incorporated or Qualified 06/14/1984 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 74-1075316 | 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 |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | |
|--------------------------------------|---------------------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip 24 | Country 25 |
| Zip 29 | Country 30 |

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| 9. Name and Address of Current Registered Agent FLORIDA INSURANCE COMMISSIONER THE CAPITOL BUILDING TALLAHASSEE FL 32301 | | 10. Name and Address of New Registered Agent | |
| 81 Name | 82 Street Address (P.O. Box Number is Not Acceptable) | 83 | 84 City |
| | | 85 | Zip Code |
| | | FL | |

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 _____ DATE _____
Signature is to be printed name of registered agent and file if applicable. (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|--|---|--|---|
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | PD EARTHMAN, MICHAEL R. 9235 KATY FREEWAY HOUSTON TX <input type="checkbox"/> DELETE | 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP | S OREWILER, SANDRA J. 9235 KATY FREEWAY HOUSTON, TX 77024 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | VTD EARTHMAN, DONALD C. 9235 KATY FREEWAY HOUSTON TX <input type="checkbox"/> DELETE | 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP | V/D HERRICK, BRIAN R. 9235 KATY FREEWAY HOUSTON, TX 77024 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | SD EARTHMAN, BLANCHE B. 4839 IVANHOE HOUSTON TX <input checked="" type="checkbox"/> DELETE | 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | D EARTHMAN, BETSY 923 KATY FREEWAY HOUSTON TX <input type="checkbox"/> DELETE | 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | D EARTHMAN, JERRIE 9235 KATY FREEWAY HOUSTON TX <input type="checkbox"/> DELETE | 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | <input type="checkbox"/> DELETE | 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I do 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.

SIGNATURE: *Michael R. Earthman* **4/9/97** **(713) 984-1517**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
MICHAEL R. EARTHMAN, PRESIDENT

CR2E034 (9/96)