

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

FILED
Feb 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P03578 (2)
1. Corporation Name
SOUTHERN PIONEER LIFE INSURANCE COMPANY

Principal Place of Business 216 W. MAIN STREET P.O. BOX 30 TRUMANN AR 72472	Mailing Address 216 W. MAIN STREET P.O. BOX 30 TRUMANN AR 72472
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 10/03/1984 02/04/1965	
4. FEI Number 62-0754973		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> 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 type="checkbox"/> No			

9. Name and Address of Current Registered Agent FLORIDA INSURANCE COMMISSIONER THE CAPITOL 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

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	PCD	<input type="checkbox"/> DELETE	1.1 TITLE	PCD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	HYNEMAN, BEN R		1.2 NAME	Hyneman, Ben R.			
STREET ADDRESS	216 W. MAIN		1.3 STREET ADDRESS	216 W. Main			
CITY-ST-ZIP	TRUMANN AZ 72472		1.4 CITY-ST-ZIP	Trumann, AR 72472			
TITLE	S	<input type="checkbox"/> DELETE	2.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	HYNEMAN, HAL F		2.2 NAME	Hyneman, Hal F.			
STREET ADDRESS	216 W MAIN		2.3 STREET ADDRESS	216 W Main			
CITY-ST-ZIP	TRUMANN AZ 72472		2.4 CITY-ST-ZIP	Trumann, AR 72472			
TITLE	VD	<input type="checkbox"/> DELETE	3.1 TITLE	VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LINDSEY, ALFRED		3.2 NAME	Lindsey, Alfred			
STREET ADDRESS	216 W. MAIN		3.3 STREET ADDRESS	216 W. Main Street			
CITY-ST-ZIP	TRUMANN AZ 72472		3.4 CITY-ST-ZIP	Trumann, AR 72472			
TITLE	VD	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	ROBINSON, BILLY		4.2 NAME	Moody, Jeff			
STREET ADDRESS	216 W. MAIN		4.3 STREET ADDRESS	216 W. Main			
CITY-ST-ZIP	TRUMANN AZ 72472		4.4 CITY-ST-ZIP	Trumann, AR 72472			
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME			5.2 NAME				
STREET ADDRESS			5.3 STREET ADDRESS				
CITY-ST-ZIP			5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			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 on an attachment with an address.

SIGNATURE:

Alfred G. Lindsey Alfred G. Lindsey

01/18/98

(870) 400-6255

CR2E034 (1097)