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Mar 10 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P20157 (4)

1. Corporation Name
NATIONAL GROUP LIFE INSURANCE COMPANY

Principal Place of Business
1750 EAST GOLF ROAD, SUITE 1000
SCHAUMBURG IL 60173

Mailing Address
1750 EAST GOLF ROAD, SUITE 1000
SCHAUMBURG IL 60173-5048



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/21/1988		3a. Date of Last Report 03/05/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 36-2544862		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER 200 EAST GAINES STREET LARSON BUILDING 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD BROPHY, THOMAS J	1.1 TITLE	
NAME	1750 EAST GOLF ROAD, SUITE 1000	1.2 NAME	
STREET ADDRESS	SCHAUMBURG IL 60173	1.3 STREET ADDRESS	
CITY-STATE-ZIP		1.4 CITY-STATE-ZIP	
TITLE	S WAID, ADDISON C.	2.1 TITLE	
NAME	1750 EAST GOLF ROAD, SUITE 1000	2.2 NAME	
STREET ADDRESS	SCHAUMBURG IL	2.3 STREET ADDRESS	
CITY-STATE-ZIP		2.4 CITY-STATE-ZIP	
TITLE	TD VICKERS, DAVID I	3.1 TITLE	
NAME	1750 EAST GOLF ROAD, SUITE 1000	3.2 NAME	
STREET ADDRESS	SCHAUMBURG IL 60173	3.3 STREET ADDRESS	
CITY-STATE-ZIP		3.4 CITY-STATE-ZIP	
TITLE	D POPPLEWELL, DAVID H	4.1 TITLE	
NAME	2005 WEST 4TH STREET	4.2 NAME	Fischer, Mark S.
STREET ADDRESS	CINCINNATI OH 45201	4.3 STREET ADDRESS	1750 East Golf Road, Suite 1000
CITY-STATE-ZIP		4.4 CITY-STATE-ZIP	Schaumburg, Illinois 60173
TITLE	V WOLFRAM, BRADLEY A.	5.1 TITLE	
NAME	1750 EAST GOLF ROAD, SUITE 1000	5.2 NAME	
STREET ADDRESS	SCHAUMBURG IL	5.3 STREET ADDRESS	
CITY-STATE-ZIP		5.4 CITY-STATE-ZIP	
TITLE	D FISKOW, PHILIP J	6.1 TITLE	
NAME	1750 EAST GOLF ROAD, SUITE 1000	6.2 NAME	
STREET ADDRESS	SCHAUMBURG IL 60173	6.3 STREET ADDRESS	
CITY-STATE-ZIP		6.4 CITY-STATE-ZIP	

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: *Thomas J. Brophy* Thomas J. Brophy, President 2/21/97 (847)995-0400

CR2E034 (9/96)