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FILED
Feb 27 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 # 820062 (8)
 1. Corporation Name
AMERICAN CAPITOL INSURANCE COMPANY

Principal Place of Business 10555 RICHAMOND AVENUE HOUSTON TX 77042-5054 US	POB 42814	Mailing Address 10555 RICHAMOND AVENUE HOUSTON TX 77042-5054 US	POB 42814
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/18/1966	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 74-1219404	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	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25	Country	30	Country		

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S PINE ISLAND ROAD
 PLANTATION FL 33324**

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]* DATE: _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	CORNETT, JOHN D.	
STREET ADDRESS	10555 RICHMOND AVE	
CITY-ST-ZIP	HOUSTON, TX 00000	
TITLE	VPS	<input checked="" type="checkbox"/> DELETE
NAME	CLANCY, PAUL L	
STREET ADDRESS	10555 RICHMOND AVE	
CITY-ST-ZIP	HOUSTON TX	
TITLE	TC	<input type="checkbox"/> DELETE
NAME	MUSSELWHITE, H K	
STREET ADDRESS	10555 RICHMOND AVE	
CITY-ST-ZIP	HOUSTON, TX 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HILL, C S JR	
STREET ADDRESS	2924 ELLA LEE	
CITY-ST-ZIP	HOUSTON TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GUEST, WILLIAM F.	
STREET ADDRESS	10555 RICHMOND AVE.	
CITY-ST-ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ST
3.3 STREET ADDRESS	Musselwhite, H K
3.4 CITY-ST-ZIP	10555 Richmond Ave Houston, TX 77042-5054
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VP
6.3 STREET ADDRESS	Stites, D R
6.4 CITY-ST-ZIP	10555 Richmond Ave Houston, TX 77042-5054

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: *[Signature]* H. Kathleen Musselwhite 2/09/98 (713) 974-2242

CR2E034 (10/97)