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FILED
Apr 03 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 # P10214 (5)
 1. Corporation Name
KEYSTONE STATE LIFE INSURANCE COMPANY



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1401 WALNUT ST. 10TH FLOOR PHILADELPHIA PA 19102 US	Mailing Address 1401 WALNUT ST. 10TH FLOOR PHILADELPHIA PA 19102 US
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3. Date Incorporated or Qualified 05/23/1986	
4. FEI Number 23-2088467	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
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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
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9. Name and Address of Current Registered Agent 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
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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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T JOSEPH C. HIGGINS 1401 WALNUT STREET, 10TH FLOOR PHILADELPHIA PA	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	AT LAY, W. SHERMAN 450 S 3RD ST LOUISVILLE KY
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CEO RODERIC H. ROSS 1401 WALNUT ST., 10TH FLOOR PHILADELPHIA PA	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS MICHAEL W. LOWE 450 S. 3RD ST LOUISVILLE KY	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S WONG, WINNIE 1401 WALNUT ST., 10TH FLOOR PHILADELPHIA PA	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AT LUBY, CLAY J. 450 S. 3RD ST. LOUISVILLE KY	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P MICHAEL, ROBERT A. 1401 WALNUT ST., 10TH FLOOR PHILADELPHIA PA	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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

CR2E034 (10/97)

M. J. Lowe MICHAEL W. LOWE 2/20/98 500 505 6110