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Apr 26, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P10214

1. Corporation Name
KEYSTONE STATE LIFE INSURANCE COMPANY



Principal Place of Business	Mailing Address
1401 WALNUT ST. 10TH FLOOR PHILADELPHIA PA 19102 US	1401 WALNUT ST. 10TH FLOOR PHILADELPHIA PA 19102 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 501 Office Center Dr. Suite, Apt. #, etc. 22 Suite 325 City & State 23 Ft. Washington, PA Zip Country 24 19034-3299 25	26 501 Office Center Dr. Suite, Apt. #, etc. 27 Suite 325 City & State 28 Ft. Washington, PA Zip Country 29 19034-3299 30

3. Date Incorporated or Qualified	Applied For
05/23/1986	Not Applicable
4. FEI Number	5. Certificate of Status Desired <input type="checkbox"/>
23-2088467	\$8.75 Additional Fee Required
6. Election Campaign Financing <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	JOSEPH C. HIGGINS	
STREET ADDRESS	1401 WALNUT STREET, 10TH FLOOR	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	RODERIC H. ROSS	
STREET ADDRESS	1401 WALNUT ST., 10TH FLOOR	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	MICHAEL W. LOWE	
STREET ADDRESS	450 S. 3RD ST	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	WONG, WINNIE	
STREET ADDRESS	1401 WALNUT ST., 10TH FLOOR	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	SHERMAN, LAY W	
STREET ADDRESS	450 S 3RD ST	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MICHAEL, ROBERT A.	
STREET ADDRESS	1401 WALNUT ST., 10TH FLOOR	
CITY-ST-ZIP	PHILADELPHIA PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Treasurer & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	John K. Anderson, Jr.	
1.3 STREET ADDRESS	1776 American Heritage Life Dr.	
1.4 CITY-ST-ZIP	Jacksonville, FL 32224	
2.1 TITLE	CEO & Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Roderic H. Ross	
2.3 STREET ADDRESS	501 Office Center Dr., #325	
2.4 CITY-ST-ZIP	Ft. Washington, PA 19045-3299	
3.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	T. O'Neal Douglas	
3.3 STREET ADDRESS	1776 American Heritage Life Dr.	
3.4 CITY-ST-ZIP	Jacksonville, FL 32224	
4.1 TITLE	Secretary & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	C. Richard Morehead	
4.3 STREET ADDRESS	1776 American Heritage Life Dr.	
4.4 CITY-ST-ZIP	Jacksonville, FL 32224	
5.1 TITLE	Chief Financial Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Zack G. Athens	
5.3 STREET ADDRESS	11211 Taylor Draper Lane, Suite 325	
5.4 CITY-ST-ZIP	Austin, TX 78759	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	501 Office Center Dr., #325	
6.4 CITY-ST-ZIP	Ft. Washington, PA 19034-3299	

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, with all other like empowered.

SIGNATURE: *Zack G. Athens* **ZACK G. ATHENS**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/12/99

512/345-3200

Date

Daytime Phone #

CR2E034 (1/98)