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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90028 038 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 816186

1. Corporation Name
PAINWEBBER LIFE INSURANCE COMPANY



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 601 SIXTH AVE. DES MOINES IA 50309
 Mailing Address: P.O. BOX 10 DES MOINES IA 50301

3. Date Incorporated or Qualified: 06/29/1962

4. FEI Number: 22-3219879

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25

2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

9. Name and Address of Current Registered Agent
**INSURANCE COMMISSIONER
 STATE OF FLORIDA
 TALLAHASSEE FL 32304**

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 _____ 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	PCD	<input checked="" type="checkbox"/> DELETE
NAME	HESS, DENNIS J.	
STREET ADDRESS	1200 HARBOR BLVD.	
CITY-ST-ZIP	WEEHAWKEN NJ 07087	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SILVA, GERIANNE J	
STREET ADDRESS	1200 HARBOR BLVD	
CITY-ST-ZIP	WEEHAWKEN NJ	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	BETHONY, ROBERT J	
STREET ADDRESS	1200 HARBOR BLVD	
CITY-ST-ZIP	WEEHAWKEN NJ	
TITLE	VSD	<input checked="" type="checkbox"/> DELETE
NAME	TUCKER, RICHARD J.	
STREET ADDRESS	1200 HARBOR BLVD.	
CITY-ST-ZIP	WEEHAWKEN NJ	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GOLOTKO, ALLAN P	
STREET ADDRESS	1200 HARBOR BLVD	
CITY-ST-ZIP	WEEHAWKEN NJ	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PCD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Bedritjs, Robert E.	
1.3 STREET ADDRESS	1200 Harbor Blvd.	
1.4 CITY-ST-ZIP	Weehawken NJ 07087	
2.1 TITLE	VSD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Silva, Gerianne J.	
2.3 STREET ADDRESS	1200 Harbor Blvd.	
2.4 CITY-ST-ZIP	Weehawken NJ 07087	
3.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Murphy, Michael J.	
3.3 STREET ADDRESS	1200 Harbor Blvd.	
3.4 CITY-ST-ZIP	Weehawken NJ 07087	
4.1 TITLE	T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Scutro, Arthur M. Jr.	
4.3 STREET ADDRESS	1200 Harbor Blvd.	
4.4 CITY-ST-ZIP	Weehawken NJ 07087	
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 type="checkbox"/> Addition
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, with all other like empowered.

SIGNATURE: Gerianne J. Silva Gerianne J. Silva April 21, 1999 (515)245-2069
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (1/98)