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FILED
Mar 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 836238 (6)
1. Corporation Name
PHOENIX AMERICAN LIFE INSURANCE COMPANY

Principal Place of Business: ONE AMERICAN ROW HARTFORD CT 06115
Mailing Address: ONE AMERICAN ROW HARTFORD CT 06115



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: 04/26/1976
4. FEI Number: 06-0893662
Applied For: Not Applicable
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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

STATE INSURANCE COMMISSIONER
CAPITOL BUILDING
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
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the 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.

Above-named corporation submits this statement for the purpose of changing its registered agent by the corporation's board of directors. I hereby accept the appointment as registered agent.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	S	ROBBINS, KEITH D	<input checked="" type="checkbox"/> DELETE
NAME		7 GRANT ESTATE DR	
STREET ADDRESS		W SIMSBURY CT	
CITY-ST-ZIP			
TITLE	DEVP	PAYDOS, CHARLES J.	<input type="checkbox"/> DELETE
NAME		140 BALBRAE DR	
STREET ADDRESS		BLOOMFIELD CT	
CITY-ST-ZIP			
TITLE	VPD	SEARFOSS, DAVID W	<input type="checkbox"/> DELETE
NAME		3 STRATFORD RD	
STREET ADDRESS		FARMINGTON CT	
CITY-ST-ZIP			
TITLE	PD	FIONDELLA, ROBERT W	<input type="checkbox"/> DELETE
NAME		29 SUMMERBERRY CIR	
STREET ADDRESS		BRISTOL CT	
CITY-ST-ZIP			
TITLE	AT	NOLAN, JAMES	<input type="checkbox"/> DELETE
NAME		13 MURIEL DR	
STREET ADDRESS		GRANBY CT	
CITY-ST-ZIP			
TITLE	DVP	YOUNG DONALD	<input type="checkbox"/> DELETE
NAME		89 WOODFORD HILLS DR	
STREET ADDRESS		AVON CT	
CITY-ST-ZIP			

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	Secretary	Engberg Nancy J.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		154 Ferry Road	
STREET ADDRESS		Hadlyme, CT. 06439	
CITY-ST-ZIP			
TITLE	Director and Exe. Vice President		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	Director & Exe. Vice President	Young, Dona D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			
STREET ADDRESS			
CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the indicated on this annual report or supplemental annual report is true and accurate officer or director of the corporation or the receiver or trustee empowered to execute Block 12 or Block 13 if changed, or on an attachment with an address.

I further certify that the information stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information that my signature shall have the same legal effect as if made under oath; that I am this report as required by Chapter 607, Florida Statutes; and that my name appears in

SIGNATURE: David W. Searfoss

3/17/98 (860)403-5947

CR2E034 (10/97)