

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P01259 (1)
 1. Corporation Name
INDEPENDENCE LIFE AND ANNUITY COMPANY



Principal Place of Business 235 PROMENADE STREET ATTN: BILL DIXON PROVIDENCE RI 02908	Mailing Address 235 PROMENADE STREET ATTN: BILL DIXON PROVIDENCE RI 02908-5734
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21 2. Principal Place of Business	26 2a. Mailing Address	3 Date Incorporated or Qualified 03/19/1984	3a. Date of Last Report 04/01/1996
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number 61-0403075	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 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

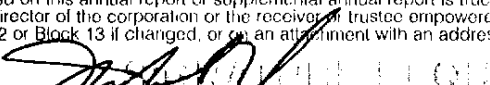
9. Name and Address of Current Registered Agent FLORIDA INSURANCE COMMISSIONER THE CAPITOL TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPI	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITEHEAD, JEFFERY	1.2 NAME	
STREET ADDRESS	11 PURITAN ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA 02043	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSENTEEL, JOHN	2.2 NAME	
STREET ADDRESS	13 GLEN OAKS DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	WAYLAND MA 01778	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLOPPER, JAMES J.	3.2 NAME	
STREET ADDRESS	27 SHIPWAY PL.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLESTOWN MA 12129	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAM L. DIXON	4.2 NAME	
STREET ADDRESS	7 FAXON STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	FOXBOROUGH MA 02035	4.4 CITY-ST-ZIP	
TITLE	VD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAUL H. LEFEVRE JR.	5.2 NAME	
STREET ADDRESS	32 MOULTON ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	DUXBURY MA 02332	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE:  **Jeffery J. Whitehead** 4/15/97 (800)633-4500

CR2E034 (9/96)