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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90171 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P07552

1. Corporation Name
FORETHOUGHT LIFE INSURANCE COMPANY

Principal Place of Business 700 STATE ROAD 46E BATESVILLE IN 47006 US	Mailing Address 700 STATE ROUTE 46E BATESVILLE IN 47006 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 09/26/1985
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 06-1016329
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Country 25	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 the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent FLORIDA INSURANCE COMMISSIONER THE CAPITOL BLDG. MONROE STREET 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 _____ 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 NAME STREET ADDRESS CITY-ST-ZIP	PD ROCKWOOD, FREDERICK W. STATE ROUTE 46E BATESVILLE IN 47006 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S LINDENMEYER, MARK R. STATE ROUTE 46E BATESVILLE IN 47006 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T LANNING, MARK R. STATE ROUTE 46E BATESVILLE IN 47006 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V COFFIN, RICHARD N. STATE ROUTE 46E BATESVILLE IN 47006 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP JOHN B YANKO STATE ROUTE 46E BATESVILLE IN 47006 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *[Signature]* SECRETARY Date: 4/19/99 812-934-8002
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (11/98)

FORE THOUGHT®

FORETHOUGHT LIFE INSURANCE COMPANY

BOARD OF DIRECTORS

Daniel A. Hillenbrand
W August Hillenbrand
Frederick W. Rockwood
Donald Barger

707552
446931-90171-44

OFFICERS

Frederick W. Rockwood - President & Chief Executive Officer
Richard N. Coffin - Sr. VP - Chief Operating Officer and Assistant Treasurer
Stephen R. Lang - Vice President
John B. Yanko - Vice President & Chief Actuary
Judith Wright - Vice President, General Manager & Assistant Secretary
Ronald J. Marek - Vice President and Chief Financial Officer
Mark R. Lindenmeyer - Secretary
Deborah S. Wright - Assistant Secretary
Mark R. Lanning - Treasurer
William R. Donnelly - Assistant Secretary
Mark A. Willoughby - Assistant Secretary
David K. Mullen - Assistant Secretary

All Officers and Directors terms expire February 19, 2000