

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

APPROVED AND FILED

99 JUL -2 AM 9:57

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 846496

1. Corporation Name

UNICARE Life & Health Insurance Company

Principal Place of Business

Mailing Address

4553 La Tienda Drive
Thousand Oaks, CA 91362

4553 La Tienda Drive
Thousand Oaks, CA 91362

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/15/1980

2. Principal Place of Business 21 4553 La Tienda Drive Suite, Apt. #, etc.	2a. Mailing Address 26 4553 La Tienda Drive Suite, Apt. #, etc.	4. FEI Number 52-0913817	Applied For <input type="checkbox"/> Not Applicable
22 City & State 23 Thousand Oaks, CA 24 Zip 91362 25 Country USA	27 City & State 28 Thousand Oaks, CA 29 Zip 91362 30 Country USA	5. Certificate of Status Desired <input checked="" type="checkbox"/> X	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent Florida State Insurance Commissioner The Capitol Building 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 FL 85 Zip Code	

11. Pursuant to the provisions of Sections 807.0602 and 807.1808, 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 807.0606, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when releasing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Chairman and Director <input type="checkbox"/> DELETE Leonard D. Schaeffer 1 WellPoint Way Thousand Oaks, CA 91362	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	President, CEO & Director <input type="checkbox"/> DELETE D. Mark Weinberg 1 WellPoint Way Thousand Oaks, CA 91362	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	EVP, & Director <input type="checkbox"/> DELETE Ronald A. Williams 1 WellPoint Way Thousand Oaks, CA 91362	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	Secretary <input type="checkbox"/> DELETE Thomas C. Geiser 1 WellPoint Way Thousand Oaks, CA 91362	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	Treasurer <input type="checkbox"/> DELETE R. David Kretschmer 1 WellPoint Way Thousand Oaks, CA 91362	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	Assistant Secretary <input type="checkbox"/> DELETE Robert A. Kelly 1 WellPoint Way Thousand Oaks, CA 91362	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 807, 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:

Robert A. Kelly

Robert A. Kelly 6/30/99

(805) 557-6112

CR2E034 (1/98)

120 South Via Merida
Thousand Oaks, CA 91362



June 30, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: UNICARE Life & Health Insurance Company
Profit Corporation Annual Report

Dear Sir or Madam:

On behalf of UNICARE Life & Health Insurance Company, I Robert Kelly, Assistant Secretary of UNICARE Life & Health Insurance Company, certify that we did not receive the 1999 Profit Corporation Annual Report for UNICARE Life & Health Insurance Company. The company moved to Thousand Oaks, California, effective December 1998, and therefore we did not receive the Annual Report. UNICARE Life & Health Insurance Company hereby requests that the penalty fee in the amount \$400.00 be waived and that the Department of State file the attached Profit Corporation Annual Report for UNICARE Life & Health Insurance Company along with a check in the sum amount of \$158.75 to cover the applicable filing fee and Certificate of Status fee.

Please contact me at (805) 557-6112 if you have any questions regarding the enclosed.

Thank you for your consideration with this matter.

Sincerely,

A handwritten signature in black ink that reads "Robert A. Kelly". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Robert A. Kelly
Assistant Secretary
UNICARE Life & Health Insurance Company

Enclosure
MW: