

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 99/15/99: \$350 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

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PROFIT CORPORATION ANNUAL REPORT 1999



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

FILED

99 SEP -1 AM 9:31

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # 849177

1. Corporation Name
 INTERNATIONAL BENEFIT SERVICES CORPORATION



Principal Place of Business
 4150 INTERNATIONAL PLAZA
 900
 FT WORTH TX 76109
 US

Mailing Address
 4150 INTERNATIONAL PLAZA
 900
 FT WORTH TX 76109
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 05/19/1981

4. FEI Number
 23-2176124

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. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

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

FL

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 *Klaus R. Pennington* 8/31/99

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

800002975408--4

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.

SIGNATURE: *Judy Kelley* JUDY KELLEY 8/26/99 (817) 787-1753

SIGNATURE ALSO TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/99)

SP

(2)



ACCOUNT NO. : 072100000032

REFERENCE : 357746 7139998

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 558.75

ORDER DATE : August 27, 1999

ORDER TIME : 5:14 PM

ORDER NO. : 357746-005

CUSTOMER NO: 7139998

CUSTOMER: Ms. Linda Hart
Usi Holdings, Inc.
50 California St.
24th Floor
San Francisco, CA 94111

ANNUAL REPORT FILING

NAME: INTERNATIONAL BENEFIT
SERVICES CORPORATION

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie L. Glisar

EXAMINER'S INITIALS: _____

RECEIVED
99 SEP -1 AM 8 58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
AND BUSINESS SERVICES