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**Mar 31 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 858019 (3)
1. Corporation Name
HEALTH PLANS, INC.



Principal Place of Business: 100 FRONT ST. P.O. BOX 15100 WORCESTER MA 01615-0100 US
Mailing Address: 100 FRONT ST. P.O. BOX 15100 WORCESTER MA 01615-0100 US

3. Date Incorporated or Qualified: 10/06/1983
3a. Date of Last Report: 02/22/1996
4. FEI Number: 04-2734278
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields for Suite, City, State, Zip, and Country.

9. Name and Address of Current Registered Agent
**LUKE, DON (RHU)
3816 LINBAUGH AVENUE
TAMPA FL 33624**

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PT	<input type="checkbox"/> DELETE
NAME	BREIDENBACH, WILLIAM R.	
STREET ADDRESS	100 FRONT STREET	
CITY - ST - ZIP	WORCESTER MA	
TITLE	C	<input type="checkbox"/> DELETE
NAME	POJANI, DENNIS	
STREET ADDRESS	1 BAY PATH DR	
CITY - ST - ZIP	BOYLSTON MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SEIDMAN, JOEL (DR.)	
STREET ADDRESS	89 W. MAIN ST.	
CITY - ST - ZIP	WESTBORO MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	STOWE, HAROLD	
STREET ADDRESS	8211 FOREST LAKE DR	
CITY - ST - ZIP	CONWAY SC	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FISHER, MICHAEL	
STREET ADDRESS	219 PEACEABLE HILL RD.	
CITY - ST - ZIP	RIDGEFIELD CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Boe, Carl	
1.3 STREET ADDRESS	172 Revolutionary Rd.	
1.4 CITY - ST - ZIP	Scarborough, NY 10510	
2.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Jackson, Charles	
2.3 STREET ADDRESS	2873 Etienne Way	
2.4 CITY - ST - ZIP	Sandy, UT 84093	
3.1 TITLE	Assistant Clerk	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Recore, Joan	
3.3 STREET ADDRESS	33 Trowbridge Circuit	
3.4 CITY - ST - ZIP	Worcester, MA 01603	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Joan Recore* ASST. CLERK Date: 3/15/97 Daytime Phone #: (508) 752-2480

CR2E034 (9/96)