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Feb 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/06/1983	
21 Suite, Apt #, etc	22 City & State	26 Suite, Apt #, etc	27 City & State	4. FEI Number 04-2734278	Applied For Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
g. Name and Address of Current Registered Agent				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
LUKE, DON (RHU) 3816 LINBAUGH AVENUE TAMPA FL 33624				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
				10. Name and Address of New Registered Agent	
				81 Name	85 Zip Code
				82 Street Address (P.O. Box Number is Not Acceptable)	

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	PT BREIDENBACH, WILLIAM R. <input type="checkbox"/> DELETE	11 TITLE	D Jackson, Charles <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	100 FRONT STREET	12 NAME	2873 Etienne Way
STREET ADDRESS	WORCESTER MA	13 STREET ADDRESS	Sandy, UT 84093
CITY-ST-ZIP		14 CITY-ST-ZIP	
TITLE	C POJANI, DENNIS <input type="checkbox"/> DELETE	21 TITLE	Assistant Clerk <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1 BAY PATH DR	22 NAME	Recore, Joan
STREET ADDRESS	BOYLSTON MA	23 STREET ADDRESS	33 Trowbridge Circuit
CITY-ST-ZIP		24 CITY-ST-ZIP	Worcester, MA 01603
TITLE	D SEIDMAN, JOEL (DR.) <input type="checkbox"/> DELETE	31 TITLE	
NAME	89 W. MAIN ST.	32 NAME	
STREET ADDRESS	WESTBORO MA	33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	D STOWE, HAROLD <input type="checkbox"/> DELETE	41 TITLE	
NAME	8211 FOREST LAKE DR	42 NAME	
STREET ADDRESS	CONWAY SC	43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	D FISHER, MICHEAL <input type="checkbox"/> DELETE	51 TITLE	
NAME	219 PEACEABLE HILL RD.	52 NAME	
STREET ADDRESS	RIDGEFIELD CT	53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	D BOE, CARL <input type="checkbox"/> DELETE	61 TITLE	
NAME	172 REVOLUTIONARY RD.	62 NAME	
STREET ADDRESS	SCARBOROUGH NY	63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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: *Joan H. Recore* Joan H. Recore 2/3/98

CR2E034 (10/97)