

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

**FILED**  
**Feb 10 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 858019 (3)**

1. Corporation Name  
**HEALTH PLANS, INC.**



Principal Place of Business <b>100 FRONT ST.                  P.O. BOX 15100                  WORCESTER MA 01615-0100                  US</b>	Mailing Address <b>100 FRONT ST.                  P.O. BOX 15100                  WORCESTER MA 01615-0100                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/06/1983</b>	
21 Suite, Apt #, etc	22 City & State	26 Suite, Apt #, etc	27 City & State	4. FEI Number <b>04-2734278</b>	Applied For Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
g. Name and Address of Current Registered Agent				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	

g. Name and Address of Current Registered Agent <b>LUKE, DON (RHU)                  3816 LINBAUGH AVENUE                  TAMPA FL 33624</b>				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
				<b>FL</b>	

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