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**Mar 26 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 # F17888 (1)
1. Corporation Name
CIGNA HEALTHCARE OF FLORIDA, INC.



Principal Place of Business: **5404 CYPRESS CENTER DR SUITE 100 TAMPA FL 33609-1069 US**
Mailing Address: **C/O CIGNA TAX DEPT S-260 SUITE 901 HARTFORD CT 06152 US**

3. Date Incorporated or Qualified: **02/09/1981** 3a. Date of Last Report: **04/25/1996**
4. FEI Number: **59-2089259** Applied For: Not Applicable
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 5404 Cypress Center Dr.** Suite, Apt. #, etc.: **22 Suite 100** City & State: **23 Tampa FL** Zip: **24 33609-1069** Country: **25 USA**
2a. Mailing Address: **26** Suite, Apt. #, etc.: **27** City & State: **28** Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
8751 W. BROWARD BLVD
PLANTATION FL 33324**

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: _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	KIMMEL, BETTY	
STREET ADDRESS	5404 CYPRESS CENTER DR., STE 36	
CITY-ST-ZIP	TAMPA FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	STACHLEK, STEPHEN	
STREET ADDRESS	900 COTTAGE GROVE RD	
CITY-ST-ZIP	BLOOMFIELD CT	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KOPP, DAVID C	
STREET ADDRESS	900 COTTAGE GROVE RD.	
CITY-ST-ZIP	BLOOMFIELD CT	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	KURPAD, UMESH	
STREET ADDRESS	900 COTTAGE GROVE ROAD	
CITY-ST-ZIP	BLOOMFIELD CT	
TITLE	VPAS	<input checked="" type="checkbox"/> DELETE
NAME	LOOS, HOWARD R	
STREET ADDRESS	900 COTTAGE GROVE RD	
CITY-ST-ZIP	BLOOMFIELD CT	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	O'CONNOR, TINA L	
STREET ADDRESS	900 COTTAGE RD	
CITY-ST-ZIP	BLOOMFIELD CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	V T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	ERIC J. Bisighini, III	
5.3 STREET ADDRESS	900 Cottage Grove Road	
5.4 CITY-ST-ZIP	Bloomfield, CT 06002	
6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	John D. Weymer	
6.3 STREET ADDRESS	900 Cottage Grove Road	
6.4 CITY-ST-ZIP	Bloomfield, CT 06002	

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: Eric J. Bisighini, III
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-14-97
Date

Daytime Phone #

CR2E034 (9/96)

CIGNA HEALTHCARE OF FLORIDA, INC. (397)

ADDRESS: 5404 CYPRESS CENTER DRIVE, SUITE 365
TAMPA FLORIDA 33609
TELEPHONE: (813) 281-1000
FAX-8132820265

OWNERSHIP: CIGNA HEALTH CORPORATION - 100%

DIRECTORS

UMESH A. KURPAD
WILLIAM C. POPIK, M.D.
W. ALLEN SCHAFFER, M.D.

OFFICERS

BETTY KIMMEL	PRESIDENT
PAUL BERGSTEINSSON	GENERAL MANAGER
JAN R. BIRSCH	VICE PRESIDENT
PETER C. DANDALIDES, M.D.	ASSISTANT TREASURER
KENNETH R. GARRETT	VICE PRESIDENT
STEPHEN D. HARRIS	VICE PRESIDENT
UMESH A. KURPAD	MEDICAL DIRECTOR
BARRY R. MCHALE	VICE PRESIDENT
MALCOLM H. MOSS, M.D.	ASSISTANT TREASURER
WILLIAM C. POPIK, M.D.	VICE PRESIDENT
DONALD W PORTER	VICE PRESIDENT
DOREEN M. SCHLICHT	VICE PRESIDENT
MANUEL A. SELVA, JR., M.D.	VICE PRESIDENT
STEPHEN C. STACHELEK	VICE PRESIDENT
JOHN D. WEYMER	TREASURER
LYNNE M. FLETCHER	VICE PRESIDENT
	ASSISTANT VICE PRESIDENT

AS OF: 12/02/96

CIGNA HEALTHCARE OF FLORIDA, INC. (397)

DAVID M. WILDFEUER	ASSISTANT VICE PRESIDENT
DAVID C. KOPP	SECRETARY
ERIC J. BISIGHINI, III	ASSISTANT SECRETARY
STEWART A BRANDT	ASSISTANT SECRETARY
ANDREA B. DANIELS	ASSISTANT SECRETARY
JANET L KAMINSKI	ASSISTANT SECRETARY
JOHN M. LYONS	ASSISTANT SECRETARY
JANET S MC CABE	ASSISTANT SECRETARY
SUSAN E. MCMURRAY	ASSISTANT SECRETARY
DAVID M PORCELLO	ASSISTANT SECRETARY
EDWARD P POTANKA	ASSISTANT SECRETARY
	COUNSEL
ELIZABETH E QUATTROCHI	ASSISTANT SECRETARY
EDMUND J. SKOWRONEK, JR.	ASSISTANT SECRETARY
JENNIFER S. STRASSNER	ASSISTANT SECRETARY
DIANE M. WILKOSZ	ASSISTANT SECRETARY
YIN F. YIU	ASSISTANT SECRETARY
JOHN W FEARNLEY	ASSISTANT TREASURER
BRIAN W VILLALOBOS	ASSISTANT TREASURER

AS OF: 12/02/96