

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

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**May 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000000883 (8)
 1. Corporation Name
THE PRINCIPAL/AMERICA'S HEALTH PLAN, INC.



Principal Place of Business 711 HIGH STREET DES MOINES IA 50392-0300	Mailing Address 711 HIGH STREET DES MOINES IA 50392-0001
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3. Date Incorporated or Qualified 02/22/1994	3a. Date of Last Report 04/24/1996
4. FEI Number 52-1806976	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 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

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	D	<input type="checkbox"/> DELETE
NAME	CAIN, GARY M	
STREET ADDRESS	4312 75TH ST.	
CITY-ST-ZIP	URBANDALE IA 50322	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LINDE, KENNETH J	
STREET ADDRESS	9435 REACH ROAD	
CITY-ST-ZIP	POTOMAC MD	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TAYLOR, SHARON I	
STREET ADDRESS	202 LAZY HOLLOW DRIVE	
CITY-ST-ZIP	GAITHERSBURG MD 20878	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BRICKER, MARY L	
STREET ADDRESS	920 28TH STREET	
CITY-ST-ZIP	DES MOINES IA 50312	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MRIZEKN, ROBERT J	
STREET ADDRESS	22421 ROLLING HILL LANE	
CITY-ST-ZIP	LAYTONSVILLE MD 20882	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HOFFMAN, JOYCE N.	
STREET ADDRESS	5834 PLEASANT DRIVE	
CITY-ST-ZIP	DES MOINES IA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	711 High Street
1.4 CITY-ST-ZIP	Des Moines, IA 50392
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	711 High Street
2.4 CITY-ST-ZIP	Des Moines, IA 50392
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	711 High Street
3.4 CITY-ST-ZIP	Des Moines, IA 50392
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	711 High Street
4.4 CITY-ST-ZIP	Des Moines, IA 50392
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Mrizek, Robert J.
5.3 STREET ADDRESS	711 High Street
5.4 CITY-ST-ZIP	Des Moines, IA 50392
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	VP/S
6.3 STREET ADDRESS	711 High Street
6.4 CITY-ST-ZIP	Des Moines, IA 50392 (See Attachment A)

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: _____ DATE: **4/22/97** DAYTIME PHONE #: **515-247-5111**

CR2E034 (9/96)

**Attachment A
America's Health Plan, Inc.
Directors and Officers**

13-Mar-97

Director

Name, Title, and Date Elected

Gary Merlyn Cain Chairman	12/9/96
Kenneth Jon Linde	12/9/96
Robert James Mrizek	12/9/96
Sharon Irene Taylor	12/9/96
Steven Clark Whitty	12/9/96

Officer

Name, Title, and Date Elected

Steven James Murfin Chief Operating Officer	1/20/97
Eduardo V. Feito Chief Financial Officer and Treasurer	12/9/96
Joyce Nixon Hoffman Vice President and Corporate Secretary	12/9/96
Craig Lawrence Bassett Assistant Treasurer	12/9/96
Mary Louise Bricker Assistant Corporate Secretary	12/9/96
Gregg Ross Narber Counsel	12/9/96

Corporation Address/Address for all Directors and Officers
711 High Street, Des Moines, Iowa 50392