


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

FILED
Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90156 022 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000001956

1. Corporation Name
ZENITH ADMINISTRATORS, INC.



Principal Place of Business 111 MASSACHUSETTS AVE., N.W. WASHINGTON DC 20001	Mailing Address 303 EAST OHIO ST SUITE 2600 CHICAGO IL 60611 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 04/15/1994	Applied For Not Applicable
4. FEI Number 52-1590516	
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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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	FL
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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	GEORGINE, ROBERT A	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	P	<input type="checkbox"/> DELETE
NAME	LUCE, JAMES W	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	NULL, LESTER H SR	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	V	<input type="checkbox"/> DELETE
NAME	POLLOCK, JEROME P	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ENG, GARY	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KALAHAR, DEAN	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	<i>Secretary</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<i>Caraballo, Joseph A.</i>	
3.3 STREET ADDRESS	<i>111 Massachusetts Ave. NW</i>	
3.4 CITY-ST-ZIP	<i>Washington, DC 20001</i>	
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 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, with all other like empowered.

SIGNATURE: *[Signature]* DATE: 3-19-99 Daytime Phone #: 312 649-1200

CR2E034 (11/98)

389497-90156-22

#F94000001956

Zenith Administrators, Inc.

FEIN: 52-1590516

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Secretary & Treasurer

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Vice President

Donald Meyers
(549-42-8626)
6221 Geary Blvd.
San Francisco, CA. 94121

Sr. Vice President &
General Manager - Central

Gary L. Eng
(223-58-8349)
303 East Ohio Street
Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

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Zenith Administrators, Inc.

FEIN: 52-1590516

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer	Robert A. Georgine (353-22-5739) 111 Massachusetts Ave. NW Washington, DC. 20001
President	James W. Luce (002-34-8533) 111 Massachusetts Ave. NW Washington, DC. 20001
Executive Vice President	Jerome P. Pollock (473-52-2732) 7645 Metro Blvd. Minneapolis, MN. 55435
Vice President, Council & Secretary & Treasurer	Joseph A. Carabillo (153-36-9848) 111 Massachusetts Ave. NW Washington, DC. 20001
Vice President	Donald E. Meyers (549-42-8626) 6221 Geary Blvd. San Francisco, CA. 94121
Director	Charles R. Sormani 111 Massachusetts Ave. NW Washington, DC 20001
Director	Michael R. Steed 111 Massachusetts Ave. NW Washington, DC 20001
Director	James F. M. McNulty (104-14-9448) 111 Massachusetts Ave. NW Washington, DC. 20001