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Jul 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra E. Morthant Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # H 06472 1. Corporation Name Aetna US Healthcare Inc			
Principal Place of Business 980 Jolly Rd PO Box 1109 Blue Bell, PA 19422		Mailing Address 980 Jolly Rd PO Box 1109 Blue Bell, PA 19422	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent Prentice-Hall Corp. System 110 N. Magnolia St. Tallahassee, FL 32301			
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 Signature of corporation or registered agent (if applicable) (NOT: Registered Agent's signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD NAME Murphy, Joseph Scott STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY- ST- ZIP	
TITLE VSD NAME Simon, David F. STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY- ST- ZIP	
TITLE T NAME Smyk, David C. STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY- ST- ZIP	
TITLE V NAME Williams, Robert A. STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY- ST- ZIP	
TITLE V NAME Gooden, Jerald B STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY- ST- ZIP	
TITLE V NAME Warrick, Richard S. STREET ADDRESS 980 Jolly Rd CITY- ST- ZIP Blue Bell, PA 19422		61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY- ST- ZIP	
14. I do hereby certify that the information submitted 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 in an attachment to this address.			
SIGNATURE: David C Smyk		David C Smyk 5/1/98	

Amended

CR2E034 (9/96)