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Apr 09 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 # H11958 (6)
1. Corporation Name
AMERICAN DENTAL PLAN, INC.



Principal Place of Business: 726 N.W. 8TH AVE. GAINESVILLE FL 32601 US
Mailing Address: 8800 ROSWELL RD STE 295 ATLANTA GA 30350-1845 US

3. Date Incorporated or Qualified: 07/12/1984
3a. Date of Last Report: 03/12/1996

2. Principal Place of Business: 21 2772 NW 43rd Street, Suite, Apt #, etc. 22 Suite C, Gainesville, FL 23 32606
2a. Mailing Address: 26 100 Mansell Ct. East, Suite, Apt #, etc. 27 Suite 400, Roswell, GA 28 30076
4. FEI Number: 59-2531815
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 [X] No []

9. Name and Address of Current Registered Agent: CRUISE, DAVID, 726 NW 8TH AVENUE, GAINESVILLE FL 32601
10. Name and Address of New Registered Agent: 81 Name: CI Corporation System, 82 Street Address (P.O. Box Numbers Not Acceptable): 1200 South Pine Island Road, 83, 84 City: Plantation, FL, 85 Zip Code: 33324

11. Pursuant to the provisions of Sections 607.0407 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] John J. Masters, Asst. Secy., 3/31/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: SD	NAME: KLOCK, PHYLLIS A	1.1 TITLE: PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 8800 ROSWELL RD., #295	CITY-ST-ZIP: ATLANTA GA	1.2 NAME:	
TITLE: D	NAME: REX, VINCENT V	1.3 STREET ADDRESS: 100 Mansell Ct. East, Suite 400	
STREET ADDRESS: 3415 NW 27TH TERRACE	CITY-ST-ZIP: GAINESVILLE FL	1.4 CITY-ST-ZIP: Roswell, GA 30076	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: DT	NAME: GRAHAM, SHARON S.	2.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 8800 ROSWELL RD STE 295	CITY-ST-ZIP: ATLANTA GA	2.2 NAME:	
TITLE: DCP	NAME: KLOCK, DAVID R	2.3 STREET ADDRESS: 100 Mansell Ct. East, Suite 400	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 8800 ROSWELL RD., SUITE 295	CITY-ST-ZIP: ATLANTA GA	2.4 CITY-ST-ZIP: Roswell, GA 30076	
TITLE: D	NAME: MITCHELL, BRUCE	3.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 8800 ROSWELL ROAD, SUITE 295	CITY-ST-ZIP: ATLANTA GA	3.2 NAME:	
TITLE:	NAME:	3.3 STREET ADDRESS: 100 Mansell Ct. East, Suite 400	
TITLE:	NAME:	3.4 CITY-ST-ZIP: Roswell, GA 30076	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	4.1 TITLE: DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	4.2 NAME:	
TITLE:	NAME:	4.3 STREET ADDRESS: 100 Mansell Ct. East, Suite 400	
TITLE:	NAME:	4.4 CITY-ST-ZIP: Roswell, GA 30076	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	5.1 TITLE: DS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	5.2 NAME:	
TITLE:	NAME:	5.3 STREET ADDRESS: 100 Mansell Ct. East, Suite 400	
TITLE:	NAME:	5.4 CITY-ST-ZIP: Roswell, GA 30076	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	6.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE:	NAME:	6.2 NAME:	
TITLE:	NAME:	6.3 STREET ADDRESS:	
TITLE:	NAME:	6.4 CITY-ST-ZIP:	

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: [Signature] Bruce A. Mitchell 4/2/97 (800) 633-1262

CR2E034 (9/96)