

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Aug 19 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000014967 (8)

1. Corporation Name
 ALLMERICA BENEFITS, INC.



Principal Place of Business: 440 LINCOLN STREET WORECTER MA 01653
 Mailing Address: 440 LINCOLN STREET WORECTER MA 01653

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/14/1997
 4. FEI Number: 58-2296913
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

9. Name and Address of Current Registered Agent

HENDERSON, THOMAS N III
 101 EAST KENNEDY BLVD.
 SUITE 3700-BARNETT PLAZA
 TAMPA FL 33602

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

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE
 See the attached Exhibit A.
 TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE
 TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE
 TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE
 TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE [] Change [] Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP
 2.1 TITLE [] Change [] Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP
 3.1 TITLE [] Change [] Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP
 4.1 TITLE [] Change [] Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP
 5.1 TITLE [] Change [] Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP
 6.1 TITLE [] Change [] 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.

SIGNATURE _____ DATE 2/10/98

CR2E034 (5/98)

EXHIBIT A

08/05/98

Officer & Director Addresses

Allmerica Benefits, Inc.

<u>Name (S.S. No.)</u>	<u>Title</u>	<u>Residence Address</u>
Abigail M. Armstrong (087-50-0277)	Secretary	274 Brockelman Road Lancaster, MA 01523
Lawrence E. Blanchard (017-36-9586)	Director President	97 Birchwood Drive Holden, MA 01520
Lee D. Davidson (017-52-2898)	Director Vice President	420 Templeton Road Athol, MA 01331
Cecile T. Harrington (021-48-4317)	Treasurer	4 Eagle Street West Roxbury, MA 02132
Robert G. Juneau (011-34-5791)	Assistant Treasurer	9 Bayberry Lane West Millbury, MA 01527
Joseph W. MacDougall Jr. (023-32-0047)	Assistant Secretary	21 Ward Lane Westboro, MA 01581
Phillip E. Soule (352-42-5050)	Director	8 Stratton Drive Westboro, MA 01581