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PROFIT CORPORATION ANNUAL REPORT 1997



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

FILED Apr 18 1997 8:00am Secretary of State

DOCUMENT # 406663 (5) 1. Corporation Name HEALTHPLAN SERVICES, INC.



Principal Place of Business: 3501 FRONTAGE RD. TAMPA FL 33607-3599 Mailing Address: P.O. BOX 30098 TAMPA FL 33630-3098

3. Date Incorporated or Qualified: 08/10/1972 3a. Date of Last Report: 02/13/1996

2. Principal Place of Business (21-24) 2a. Mailing Address (26-29) 4. FEI Number: 59-1407300 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 6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM 1200 S. 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 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] (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include officer details like name, title, address, and change/addition checkboxes.

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] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

04/10/97 (813) 289-1000 Date Daytime Phone #

CR2E034 (9/96)

**HEALTHPLAN SERVICES, INC.
OFFICERS & DIRECTORS**

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DIRECTORS		
TITLE	NAME	ADDRESS
	William L. Bennett	24 Stone Hill Rd., Box 203 Bedford, NY 10506
	Joseph A. Califano, Jr.	11 Raven Rock Rd. Roxbury, CT 06783
	James F. Carlin	66 Washington St., Unit D Wellesley, MA 02181
	Joseph S. DiMartino	106A Lindsley Rd. New Vernon, NJ 07976
	John R. Gunn	2914 West Knights Rd. Tampa, FL 33611
	Charles H. Guy, Jr.	4935 New Providence Tampa, FL 33629
	Nancy M. Kane, Ph.D.	30 Hawthorne Ave. Newton, MA 02166
	James K. Murray, Jr.	1901 Holly Lane Tampa, FL 33629
	David Nierenberg	500 Warren Rd. San Mateo, CA 94402
	James G. Niven	160 East 72nd St. New York, NY 10021
	Samuel F. Pryor, IV	130 E. 67th St. New York, NY 10021
	Trevor G. Smith	4234 Fairway Circle Tampa, 33624
	Holyoke L. Whitney	28 Forest St. Sherborn, MA 01701
	Art F. Weinbach	1 Twin Oak Rd. Short Hills, NJ 07078

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OFFICERS

Sen. VP, Sales	Jeffery F. Bak	833 S. Dakota Tampa, Florida 33606
Sen. VP	Robert T. Barry	23 Jefferson Rd. Franklin, MA 02038
Sen. VP, Business Dev.	Charles W. Berry	17 Ringbolt Rd. Hingham, MA 02043
VP, KY Alliance Program	William M. Bonner	106 Heather Lane Richmond, KY 40475
Exec. VP, COO	Richard M. Bresee	408 Apache Trail Brandon, FL 33511
Asst. Secretary	Diana Butts	10333 Hoover Woods Rd. Galena, OH 43021
COO	Timothy T. Clifford	41 Rolling Meadow Dr. Holliston, MA
Sen. VP, Sect., General Counsel	Phillip S. Dingle	201 S. Arrawana Ave., Unit 1 Tampa, FL 33609
Sen. VP Technology Resources	John J. Dutkowsky	5614 Pine Bay Dr. Tampa, FL 33625
VP, Asst. Sect., Controller	Gregory C. Fisher	2807 Palamore Dr. Tampa, FL 33618
Treasurer	Donald R. Fitch, Jr.	16104 Condoover Ct. Tampa, FL 33647
VP, Finance	Donald W. Gould, Jr.	3515 Granada St. Tampa, FL 33629
Exec. VP, Chief Information Officer	Steven V. Hulslander	6016 Hammock Woods Dr. Odessa, FL 33556
VP	Ann T. Hunter	3435 Reynoldswood Dr. Tampa, FL 33618
Exec. VP	George E. Lucco	5880 Mist Flower Lane Westerville, OH 43082

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Vice President	Charles M. Madison	1613 Shady Leaf Dr. Valrico, FL 33594
Sen. VP, Sales-CGI Small Group	James C. McLauchin, III	69 Carter Dr. Framingham, MA 01701
Pres, CEO	James K. Murray, Jr.	1901 Holly Lane Tampa, FL 33629
Exec. VP, CFO	James K. Murray, III	4421 Clear Ave. Tampa, FL 33629
Sen. VP, Alliance Mktg	Linda W. O'Connell	804 S. Delaware Ave. Tampa, FL 33608
COO, Lg Group Business	Robert R. Parker	1176 Blind Brook Rd. Worthington, OH 43235
VP, Communications	Guy E. Proctor	3127 W. Sligh Ave., #104B Tampa, FL 33614
Exec. VP, COO-New England Group	Gary L. Reackers	10117 Woodsong Way Tampa, FL 33618
Exec. VP, Small Group Operations	Arthur T. Schultz	304 Apache Trail Brandon, FL 33624