

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

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**May 05 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 406663 (5)
 1. Corporation Name
HEALTHPLAN SERVICES, INC.



Principal Place of Business 3501 FRONTAGE RD. TAMPA FL 33607-3589	Mailing Address P.O. BOX 30098 TAMPA FL 33630
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DO NOT WRITE IN THIS SPACE

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
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3. Date Incorporated or Qualified 08/10/1972	4. FEI Number 59-1407300	Applied For <input type="checkbox"/> Not Applicable
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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	VP	<input checked="" type="checkbox"/> DELETE
NAME	DUTKOWSKY, JOHN J	
STREET ADDRESS	8614 PINE BAY DR.	
CITY-ST-ZIP	TAMPA FL 33625	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	HAWKINS, GEORGE K JR	
STREET ADDRESS	805 BELLE CHASE CIR.	
CITY-ST-ZIP	TAMPA FL 33634	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	HUNTER, ANN T	
STREET ADDRESS	4920 ROCKLEDGE CIR.	
CITY-ST-ZIP	TAMPA FL 33624	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	O'CONNELL, LINDA W	
STREET ADDRESS	804 S. DELAWARE AVE.	
CITY-ST-ZIP	TAMPA FL	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	RAECKERS, GARY L	
STREET ADDRESS	10117 WOODSONG WAY	
CITY-ST-ZIP	TAMPA FL 33618	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	TAYLOR, LUCILLE S	
STREET ADDRESS	8775 MERCEDES PL. #6	
CITY-ST-ZIP	CANFIELD OH 44446	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P, COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Robert R. Parker	
1.3 STREET ADDRESS	1176 Blina Brook Rd	
1.4 CITY-ST-ZIP	Worthington, OH 43235	
2.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Donald R Fitch, Jr	
2.3 STREET ADDRESS	16104 Condover Ct	
2.4 CITY-ST-ZIP	Tampa, FL 33647	
3.1 TITLE	CFO, SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Donald W. Gould, Jr	
3.3 STREET ADDRESS	2207 W. Platt St.	
3.4 CITY-ST-ZIP	Tampa, FL 33609	
4.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Phillip S. Dingle	
4.3 STREET ADDRESS	4516 Watrous Ave	
4.4 CITY-ST-ZIP	Tampa, FL 33629	
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	EVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Steven V. Huslander	
6.3 STREET ADDRESS	6016 Hammock Woods Dr	
6.4 CITY-ST-ZIP	Odessa, FL 33556	

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: *[Signature]* Donald W. Gould, Jr. 4-22-98 (813) 289-1000

CR2E034 (10/97)

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

DIRECTORS			
TITLE	NAME	PERSONAL ADDRESS	BUSINESS ADDRESS
	William L. Bennett	24 Stone Hill Rd., Box 203 Bedford, NY 10506	3501 Frontage Rd. Tampa, FL 33607
	Joseph S. DiMartino	106A Lindsley Rd. New Vernon, NJ 07976	3501 Frontage Rd. Tampa, FL 33607
	Vincent D. Farrell, Jr.	45 Rockefeller Plaza New York, NY 10111	3501 Frontage Rd. Tampa, FL 33607
	James K. Murray, Jr.	1901 Holly Lane Tampa, FL 33629	3501 Frontage Rd. Tampa, FL 33607
	Robert R. Parker	1176 Blind Brook Rd. Worthington, OH 43235	3501 Frontage Rd. Tampa, FL 33607
OFFICERS			
Sen. VP, Sales	Jeffery F. Bak	833 S. Dakota Tampa, Florida 33606	3501 Frontage Rd. Tampa, FL 33607
Vice Chairman of the Board	William L. Bennett	24 Stone Hill Rd., Box 203 Bedford, NY 10506	3501 Frontage Rd. Tampa, FL 33607
Asst. Secretary Assoc. General Counsel	Diana Butts	10333 Hoover Woods Rd. Galena, OH 43021	3501 Frontage Rd. Tampa, FL 33607
Sen. VP, Sect., General Counsel	Phillip S. Dingle	4516 Watrous Ave. Tampa, FL 33629+E68	3501 Frontage Rd. Tampa, FL 33607
Treasurer	Donald R. Fitch, Jr.	16104 Condoover Ct. Tampa, FL 33647	3501 Frontage Rd. Tampa, FL 33607
Senior VP, CFO	Donald W. Gould, Jr.	2207 W. Platt Street Tampa, FL 33609	3501 Frontage Rd. Tampa, FL 33607
Exec. VP, Chief Information Officer	Steven V. Hulstander	6016 Hammock Woods Dr. Odessa, FL 33556	3501 Frontage Rd. Tampa, FL 33607
Exec. VP	George E. Lucco	5880 Mist Flower Lane Westerville, OH 43082	3501 Frontage Rd. Tampa, FL 33607
President, COO	Robert R. Parker	1176 Blind Brook Rd. Worthington, OH 43235	3501 Frontage Rd. Tampa, FL 33607
Exec. VP, Administration	Gary L. Reackers	10117 Woodsong Way Tampa, FL 33618	3501 Frontage Rd. Tampa, FL 33607