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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 406663

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**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/10/1972

4. FEI Number
59-1407300

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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

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	PCOO	<input type="checkbox"/> DELETE
NAME	PARKER, ROBERT R.	
STREET ADDRESS	1176 BLIND BROOK RD	
CITY-ST-ZIP	WORTHINGTON OH 43235	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	FITCH, DONALD R. J	
STREET ADDRESS	16104 CONDOVER CT	
CITY-ST-ZIP	TAMPA FL 33647	
TITLE	CFOV	<input checked="" type="checkbox"/> DELETE
NAME	GOULD, DONALD W. J	
STREET ADDRESS	2207 W. PLATT ST	
CITY-ST-ZIP	TAMPA FL 33609	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DINGLE, PHILLIP S.	
STREET ADDRESS	4516 WATROUS AVE	
CITY-ST-ZIP	TAMPA FL 33629	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	RAECKERS, GARY L	
STREET ADDRESS	10117 WOODSONG WAY	
CITY-ST-ZIP	TAMPA FL 33618	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	HUSLANDER, STEVEN V.	
STREET ADDRESS	6016 HAMMOCK WOODS DR	
CITY-ST-ZIP	ODESSA FL 33556	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Parker, Robert R.	
1.3 STREET ADDRESS	3501 Frontage Road	
1.4 CITY-ST-ZIP	Tampa, FL 33607	
2.1 TITLE	D/C/CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Murray, Jr., James K.	
2.3 STREET ADDRESS	3501 Frontage Road	
2.4 CITY-ST-ZIP	Tampa, FL 33607	
3.1 TITLE	D/VC	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Bennett, William L.	
3.3 STREET ADDRESS	3501 Frontage Road	
3.4 CITY-ST-ZIP	Tampa, FL 33607	
4.1 TITLE	XXXXX EVP/CFO/T/S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Dingle, Phillip S.	
4.3 STREET ADDRESS	3501 Frontage Road	
4.4 CITY-ST-ZIP	Tampa, FL 33607	
5.1 TITLE	EVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Raeckers, Gary L.	
5.3 STREET ADDRESS	3501 Frontage Road	
5.4 CITY-ST-ZIP	Tampa, FL 33607	
6.1 TITLE	EVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Hulslander, Steven V.	
6.3 STREET ADDRESS	3501 Frontage Road	
6.4 CITY-ST-ZIP	Tampa, FL 33607	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(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, with all other like empowered.

SIGNATURE: Phillip S. Dingle Date: 4/16/99 Daytime Phone #: 813/289-1000x2048

CR2E034 (11/98)