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Jun 16, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 829631

1. Corporation Name
UNITED HEALTHCARE INSURANCE COMPANY



Principal Place of Business 450 COLUMBUS BLVD. HARTFORD CT 06115 US	Mailing Address P.O. BOX 150450 HARTFORD CT 06115-0450 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/05/1973	
21		26		4. FEI Number 36-2739571	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip Country		Zip Country		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
STATE INSURANCE COMMISSIONER STATE CAPITOL BUILDING TALLAHASSEE FL 32304				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLBY, RONALD	1.2 NAME	
STREET ADDRESS	9900 BREN RD E	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	1.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURTON, THOMAS E	2.2 NAME	SVP
STREET ADDRESS	35 MARA TRAIL	2.3 STREET ADDRESS	Burton, Thomas E
CITY-ST-ZIP	SOUTH WINDSOR CT	2.4 CITY-ST-ZIP	450 Columbus Blvd Hartford CT 06115
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RIVET, JEANNINE M	3.2 NAME	D/Sr. VP
STREET ADDRESS	9900 BREN RD E	3.3 STREET ADDRESS	Rivet, Jeannine M
CITY-ST-ZIP	MINNETONKA MN	3.4 CITY-ST-ZIP	9900 Bren Road E Minnetonka MN
TITLE	DVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEWCOMER, LEE N MD	4.2 NAME	
STREET ADDRESS	9900 BREN RD ES	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	4.4 CITY-ST-ZIP	
TITLE	VPT <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KOPPE, DAVID P	5.2 NAME	VPT
STREET ADDRESS	9900 BREN RD EAST	5.3 STREET ADDRESS	Kaplan, Arnold H.
CITY-ST-ZIP	MINNETONKA FL	5.4 CITY-ST-ZIP	9900 Bren Rd East Minnetonka MN
TITLE	S <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SPICOLA, BRIGID M.	6.2 NAME	S
STREET ADDRESS	9900 BREN ROAD EAST	6.3 STREET ADDRESS	Friedman, Matthew L.
CITY-ST-ZIP	MINNETONKA MN	6.4 CITY-ST-ZIP	450 Columbus Blvd Hartford CT 06115

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, with all other like empowered.

SIGNATURE: Matthew Friedman
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6/7/99 860-702-6980
 Date Daytime Phone #

000004 14 4 000

**United HealthCare Insurance Company
Officer and Director Listing**

576399-90012-31

829631

Directors: Ronald B. Colby
Jeannine M. Rivet
Lee N. Newcomer, M.D.

Officers: Ronald B. Colby, President and CEO
Thomas E. Burton, Sr. Vice President and Chief Actuary
Stephen H. Matheson, Sr. Vice President
Lois E. Quam, Sr. Vice President
Jeannine M. Rivet, Sr. Vice President
R. Channing Wheeler, Sr. Vice President
Arnold H. Kaplan, Vice President and Treasurer
Sheila E. McMillan, Assistant Treasurer
Cecilia A. Walpole-Griffin, Assistant Treasurer
Allan J. Weiss, Assistant Treasurer
Matthew L. Friedman, Secretary
Diane L. Flottesch, Vice President-Taxes
David J. Lubben, Assistant Secretary
P. Alain McMahon, Assistant Secretary
Lee N. Newcomer, M.D., Sr. Vice President, Medical Director