FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00 FILED FLORIDA DEPARTMENT OF STATE Jun 02 1998 8:00am CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 Secretary of State DIVISION OF CORPORATIONS DOCUMENT # 850868 1. Corporation Name PacifiCare Health Plan Administrators (formerly TakeCare Administrative Services Corp.) Principal Place of Business Mailing Address 3120 Lake Center Drive P.O Box 25186 DO NOT WRITE IN THIS SPACE Santa Ana, CA 92704 Mail Stop LC 01-101 Date Incorporated or Qualified 10/9/81 Santa Ana, CA 92799 Principal Place of Business FEI Number 2a. Mailing Address Applied For 35-1508167 26 same as above 21 same as above Not Applicable Suite, Apl. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required City & State City & State Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees 28 Country Country 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes X No 29 30 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent Name CT CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD 63 PLANTATION FL 33324 84 City 85 Zip Code 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, Fiorida Statutes. Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. CR2E034 (10/97) P/D TITLE DELETE 1.1 TITLE Addition Jeffrey Folick 1.2 NAME NAME STREET ADDRESS 3120 Lake Center Drive 1.3 STREET ADDRESS CITY - ST - ZIP Santa Ana, CA 92704 1.4 CITY - ST - ZIP TITLE 2.1 TITLE DELETE Change Addition Alan R. Hoops NAME 2.2 NAME STREET ADDRESS 3120 Lake Center Drive 2.3 STREET ADDRESS CITY - ST - ZIP Santa Ana, CA 92704 2.4 CITY - ST - ZIP

3120 Lake Center Drive STREET ADDRESS 3.3 STREET ADDRESS CITY - ST - ZIP Santa Ana, CA 92704 3.4 CITY - ST - ZIP TITLE 4.1 TITLE Change Addition Joseph Konowieckī NAME 4.2 NAME 3120 Lake Center Drive STREET ADDRESS 4.3 STREET ADDRESS Santa Ana, CA 92704 CITY - ST - ZIP 4.4 CITY - ST - ZIP TITLE DELETE 5.1 TITLE Change Coy M. Baugh NAME 5.2 NAME 3120 Lake Center Drive 5.3 STREET ADDRESS STREET ADDRESS Santa Ana, CA 92704 CITY - ST - ZIP 5.4 CITY - ST - ZIP 300002**54****79**5** TITLE 6.1 TITLE Mitchell Goodstein NAME 6.2 NAME -06,703/98--01042--017 STREET ADDRESS 3120 Lake Center Drive 6.3 STREET ADDRESS ***SS0.00 Santa Ana, CA 92704 6.4 CITY - ST - ZIP

3.1 TITLE

3.2 NAME

DELETE

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 signual 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 precious 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 3 if changed, or sin an attachment with an address.

STF FL32381F.1

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12.

TITLE

NAME

SIGNATURE AND TYPED ON PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Konowiecki

Wayne B. Lowell

714/825-5200 Daytime Phone #

Change

Addition