

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1998.
 AMOUNT DUE ON OR BEFORE DATE: \$000 IF DISSOLVED, MINIMUM AMOUNT DUE TO RESTATE: \$700

PROFIT CORPORATION ANNUAL REPORT 1999
 FLORIDA DEPARTMENT OF STATE
 Katherine Harris Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F93000004661
 1. Corporation Name
 ANTHEM INSURANCE COMPANIES, INC.

Principal Place of Business: 120 MONUMENT CIRCLE INDIANAPOLIS IN 46204
 Mailing Address: 120 MONUMENT CIRCLE INDIANAPOLIS IN 46204

2. Principal Place of Business (11) Suite, Apt. #, etc. (12) City & State (13) Zip Country (14)
 2a. Mailing Address (25) Suite, Apt. #, etc. (26) City & State (27) Zip Country (28)

9. Name and Address of Current Registered Agent
 INSURANCE COMMISSIONER
 CAPITOL
 TALLAHASSEE FL 32390-0300

10. Name and Address of New Registered Agent
 (31) Name (32) Street Address (P.O. Box Number is Not Acceptable) (33) City (34) State (35) 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 607.0508, Florida Statutes.

SIGNATURE: _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Notarized Agent Signature required when registering) DATE: _____

12. OFFICERS AND DIRECTORS			13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	DELETED	L1 TITLE	L2 NAME	Change	Addition
	D BOW, STEPHEN T 20 GRAND MIRAMAR DR HENDERSON NV	<input checked="" type="checkbox"/>				
	DPCO LYTLE, L B 120 MONUMENT CIRCLE INDIANAPOLIS IN	<input type="checkbox"/>		see attached Lytte, L. B.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	S PURCELL, NANCY L 120 MONUMENT CIR. INDIANAPOLIS IN 46204	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>
	T MARTIN, GEORGE D 120 MONUMENT CIRCLE INDIANAPOLIS IN 46204	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>
	EVPC SHERIDAN, PATRICK M 120 MONUMENT CIRCLE INDIANAPOLIS IN	<input checked="" type="checkbox"/>		see attached	<input type="checkbox"/>	<input type="checkbox"/>
	C HOUSER, DWANE R 120 MONUMENT CIRCLE INDIANAPOLIS IN	<input checked="" type="checkbox"/>		see attached	<input type="checkbox"/>	<input type="checkbox"/>

I hereby certify that the information supplied with this filing does not qualify for the exemption noted in section 19.01(2)(a), 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-empaneled to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if checked, or on an attachment with a(n) address.

SIGNATURE: ANTHEM INSURANCE COMPANIES, INC.
 SIGNATURE AND TYPED OR PRINTED NAME OF SHARED OFFICER OR DIRECTOR

FILED

99 SEP 10 PM 12:29

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

07/28/99 190017 036 550.00
 DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/15/1993
 4. FEI Number: 35-0781558 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Completed: \$5.00 May Be Added to Fees
 7. This corporation owes the current year Intangible Personal Property: Yes No

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Directors, Officers Report

Anthem Insurance Companies, Inc.

Monday, August 30, 1999

DIRECTORS

L. Ben Lytle Chairman of the Board
Effective: Thursday, October 30, 1997
Home 426 East Vermont Street
Address: Indianapolis, IN 46202

Susan B. Bayh Board Member
Effective: Thursday, October 29, 1998
Home None given
Address:

Vincent A. Chiarucci Board Member
Effective: Sunday, October 01, 1995
Home 26 Hunting Hollow Drive
Address: Pepper Pike, OH 44124

John F. Croweak Board Member
Effective: Friday, August 01, 1997
Home 20 Wolf Hill Court
Address: Cheshire, CT 06410

Frank B. Hower, Jr. Board Member
Effective: Thursday, July 01, 1993
Home 399-A Mockingbird Valley Road
Address: Louisville, KY 40232

Allan B. Hubbard Board Member
Effective: Thursday, March 25, 1999
Home None given
Address:

Victor Stuart Liss Board Member
Effective: Friday, August 01, 1997
Home 112 BUCKBOARD LANE
Address: FAIRFIELD, CT

L. Ben Lytle Board Member
Effective: Thursday, March 26, 1987
Home 426 East Vermont Street
Address: Indianapolis, IN 46202

William G. Mays Board Member
Effective: Thursday, March 25, 1993
Home 9644 Nautilus Circle
Address: Indianapolis, IN 46256

James W. McDowell, Jr. Board Member
Effective: Thursday, July 01, 1993
Home 1400 Willow Avenue, Unit #804
Address: Louisville, KY 40204

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Anthem Insurance Companies, Inc.

James A. Perkins **Board Member**
Effective: Thursday, December 21, 1989
Home 3416 Devereaux Road
Address: Indianapolis, IN 46228

George A. Schaefer, Jr. **Board Member**
Effective: Sunday, October 01, 1995
Home 3580 Bayard Drive
Address: Cincinnati, OH 45208

Charles C. Smith, Jr., M.D. **Board Member**
Effective: Thursday, July 01, 1993
Home 2109 Starmont Road
Address: Louisville, Kentucky 40207

Dennis J. Sullivan, Jr. **Board Member**
Effective: Sunday, October 01, 1995
Home 415 Bond Place Apartment 11C
Address: Cincinnati, OH 45206

OFFICERS

Larry Clayborn Glascock **President and Chief Operating Officer**
Effective: Thursday, April 01, 1999
Home Address: 7837 MORNINGSIDE LANE
INDIANAPOLIS, IN 46240

L. Ben Lytle **Chief Executive Officer**
Effective: Thursday, March 23, 1989
Home Address: 426 East Vermont Street
Indianapolis, IN 46202

Nancy L. Purcell **Secretary**
Effective: Thursday, November 30, 1995
Home Address: 506 Deacon Street
Carmel, Indiana 46032

George D. Martin **Treasurer**
Effective: Thursday, March 28, 1991
Home Address: 3197 Smokey Ridge Lane
Carmel, IN 46033

Raymond L. Umstead **Assistant Secretary**
Effective: Thursday, November 30, 1995
Home Address: None given

Cynthia S. Miller **Chief Actuary**
Effective: Monday, May 17, 1999
Home Address: None given

Michael L. Smith **Executive Vice President and Chief Financial Officer**
Effective: Thursday, April 01, 1999
Home Address: 4975 Deer Ridge South Drive
Carmel, IN 46033

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Anthem Insurance Companies, Inc.

David R. Frick

Executive Vice President and Chief Legal and Administrative Officer

Effective: Monday, July 20, 1998

Home Address: 8508 Green Braes South Drive
Indianapolis, Indiana 46234