

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

**FILED**  
**May 09 1997 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>	 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State <b>DIVISION OF CORPORATIONS</b>
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**DOCUMENT # F94000000596 (6)**

1. Corporation Name  
**MEDISAVE OF FLORIDA, INC.**



Principal Place of Business <b>10877 RIEGER ROAD</b> <b>BATON ROUGE LA 70809</b>	Mailing Address <b>10877 RIEGER ROAD</b> <b>BATON ROUGE LA 70809-4522</b>
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2. Principal Place of Business <b>21 3300 Providian Center</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23 Louisville, KY</b> Zip <b>24 40202</b>		2a. Mailing Address <b>26 3300 Providian Center</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28 Louisville, KY</b> Zip <b>29 40202</b>		3. Date Incorporated or Qualified <b>02/07/1994</b>		3a. Date of Last Report <b>04/08/1996</b>	
		4. FEI Number <b>72-0589324 59-3217286</b>		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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND RD.</b> <b>PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent			
				B1 Name			
				B2 Street Address (P.O. Box Number is Not Acceptable)			
				B3			
				B4 City		FL B5 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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent, and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	C	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BARR, MICHAEL R		1.2 NAME	See Attached List	
STREET ADDRESS	10877 RIEGER RD		1.3 STREET ADDRESS		
CITY-ST-ZIP	BATON ROUGE LA		1.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	NAPOLI, CARL		2.2 NAME		
STREET ADDRESS	10877 RIEGER ROAD		2.3 STREET ADDRESS		
CITY-ST-ZIP	BATON ROUGE LA 70809		2.4 CITY-ST-ZIP		
TITLE	D	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	CHENEVERT, JAMES G		3.2 NAME	CEO	
STREET ADDRESS	10877 RIEGER ROAD		3.3 STREET ADDRESS	Lunsford, W. Bruce	
CITY-ST-ZIP	BATON ROUGE LA 70809		3.4 CITY-ST-ZIP	3300 Providian Center	
TITLE	EVP	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	REED, W E III		4.2 NAME		
STREET ADDRESS	10877 RIEGER RD		4.3 STREET ADDRESS		
CITY-ST-ZIP	BATON ROUGE LA		4.4 CITY-ST-ZIP		
TITLE	VP	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	CANNADY, A T		5.2 NAME	VP Financial Systems	
STREET ADDRESS	10877 RIEGER RD		5.3 STREET ADDRESS	Windhorst, David R.	
CITY-ST-ZIP	BATON ROUGE LA		5.4 CITY-ST-ZIP	3300 Providian Center	
TITLE	VP	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FORCE, JILL L		6.2 NAME		
STREET ADDRESS	10877 RIEGER RD		6.3 STREET ADDRESS	3300 Providian Center	
CITY-ST-ZIP	BATON ROUGE LA		6.4 CITY-ST-ZIP	Louisville, KY 40202	

14. I do 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: David R. Windhorst 4/28/97  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

As of: 11/01/1996

**Directors and Officers**  
**Medisave of Florida, Inc.**

**DIRECTORS:**

Michael R. Barr	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
W. Bruce Lunsford	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Carl J. Napoli	Director
Primary : 10877 Rieger Road	
Address : Baton Rouge, LA 70809	
W. Earl Reed, III	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	

**OFFICERS:**

Frank W. Anastasio	Vice President, Ancillary Services
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Michael R. Barr	Chief Operating Officer and Executive Vice President
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Frank J. Battafarano	Vice President, North Central Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Richard P. Blinn	Vice President, Northeast Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Bryan D. Burklow	Senior Vice President, Northeast Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Mary Ann Evans	Vice President, Clinical Operations
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Jill L. Force	Vice President, General Counsel and Secretary
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	

James H. Gillenwater, Jr. Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Planning and Development
Richard Gurka Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Senior Vice President, Mountain Region
Vincent S. Hambright Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, West Region
Phillip D. Hurley Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Senior Vice President, South Central Region
Thomas T. Ladt Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Executive Vice President, Operations
Joseph L. Landenwich Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Assistant Secretary
Richard A. Lechleiter Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Finance and Corporate Controller
Maria M. Levering Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Administrative Services
W. Bruce Lunsford Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Chairman of the Board, President, and Chief Executive Officer
Steven L. Monaghan Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Facility Accounting
Susan E. Moss Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Corporate Communications
James J. Novak Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Senior Vice President, Southeast Region
John V. Oliver Primary : 3300 Providian Center Address : 400 West Market Street Louisville, KY 40202	Vice President, Mountain Region

Brian L. Pugh	Vice President, Program Development
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
W. Earl Reed, III	Chief Financial Officer and Executive Vice President
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
T. Richard Riney	Assistant Secretary
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Thomas M. Schuhmann	Vice President, Reimbursement
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
James S. Scott	Vice President, Central Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
T. Stephen Turner	Senior Vice President, West Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
John A. Vinson	Senior Vice President, North Central Region
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
David R. Windhorst	Vice President, Financial Systems
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	