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Feb 17 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000004620 (0)

1. Corporation Name
ACORDIA OF SOUTHERN CALIFORNIA, INC.

Principal Place of Business
3 PARK PLAZA, STE 1200
IRVINE CA 92714

Mailing Address
3 PARK PLAZA, STE 1200
IRVINE CA 92614-8536



3. Date Incorporated or Qualified 09/07/1994	3a. Date of Last Report 02/27/1996
4. FEI Number 68-0231273	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code
FL	

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)

12. OFFICERS AND DIRECTORS	
TITLE	P <input type="checkbox"/> DELETE
NAME	CASSIDY, PHILLIP M
STREET ADDRESS	3 PARK PLAZA, STE 1200
CITY-ST-ZIP	IRVINE CA
TITLE	VAT <input type="checkbox"/> DELETE
NAME	MILLAR, DONALD W
STREET ADDRESS	3 PARK PLAZA, STE 1200
CITY-ST-ZIP	IRVINE CA
TITLE	T <input checked="" type="checkbox"/> DELETE
NAME	VANNEMAN, THOMAS E
STREET ADDRESS	120 MONUMENT CIRCLE
CITY-ST-ZIP	INDIANAPOLIS IN
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	MCCORD, JERRY L
STREET ADDRESS	15760 VENTURA BLVD., STE 1400
CITY-ST-ZIP	ENCINO CA
TITLE	D <input type="checkbox"/> DELETE
NAME	LOVEJOY, AARON
STREET ADDRESS	2101 E. 4TH STREET BLDG., STE 215
CITY-ST-ZIP	SANTA ANA CA
TITLE	D <input type="checkbox"/> DELETE
NAME	MCKEE, KATHRYN D
STREET ADDRESS	707 WILSHIRE BLVD., W5-15
CITY-ST-ZIP	LOS ANGELES CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Bethany E. Allspaw
3.3 STREET ADDRESS	120 Monument Circle
3.4 CITY-ST-ZIP	Indianapolis, IN 46204
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Robert S Schneider
4.3 STREET ADDRESS	120 Monument Circle
4.4 CITY-ST-ZIP	Indianapolis, IN 46204
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *[Signature]* 2/5/97 818-377-7802
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)