

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

FILED
May 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000707 (7)
 1. Corporation Name
WHP HEALTH INITIATIVES, INC.



Principal Place of Business 200 WILMOT RD. DEERFIELD IL 60015	Mailing Address 200 WILMOT RD. DEERFIELD IL 60015
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 02/12/1996	
4. FEI Number 36-4049815	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PDC	<input type="checkbox"/> DELETE
NAME	HALASKA, ROBERT	
STREET ADDRESS	200 WILMOT RD.	
CITY-ST-ZIP	DEERFIELD IL 60015	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PALIZZA, JOHN M	
STREET ADDRESS	200 WILMOT RD.	
CITY-ST-ZIP	DEERFIELD IL 60015	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	KING, E H	
STREET ADDRESS	200 WILMOT RD.	
CITY-ST-ZIP	DEERFIELD IL 60015	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LEVIN, JOEL H	
STREET ADDRESS	200 WILMOT RD.	
CITY-ST-ZIP	DEERFIELD IL 60015	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BROWN, JOHN R	
STREET ADDRESS	200 WILMOT RD.	
CITY-ST-ZIP	DEERFIELD IL 60015	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	VICE PRESIDENT & DIRECTOR
5.3 STREET ADDRESS	BERNAUER, DAVID W.
5.4 CITY-ST-ZIP	4 COVENTRY LINCOLNSHIRE, ILLINOIS 60069
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VICE PRESIDENT
6.3 STREET ADDRESS	GODFREY, NANCY J.
6.4 CITY-ST-ZIP	1318 N. ELLIOTT PARK RIDGE, ILLINOIS 60068

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.

SIGNATURE: JOEL H LEVIN, TREASURER *Joel H. Levin* 4/24/98

CR2E034 (10/97)