

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

FILED
May 11 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 # F96000006312 (0)
 1. Corporation Name
GALLAGHER BENEFIT ADMINISTRATORS, INC.



Principal Place of Business 2 PIERCE PLACE ITASCA IL 60143	Mailing Address 2 PIERCE PLACE ITASCA IL 60143
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 12/04/1996	
4. FEI Number 36-4099199	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

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

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

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) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	CLOHERTY, MICHAEL J	
STREET ADDRESS	2 PIERCE PLACE	
CITY-ST-ZIP	ITASCA IL 60143	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	DURKIN, JAMES W JR	
STREET ADDRESS	2 PIERCE PLACE	
CITY-ST-ZIP	ITASCA IL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ROSENGREN, JOHN C	
STREET ADDRESS	2 PIERCE PLACE	
CITY-ST-ZIP	ITASCA IL 60143	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CARANER, JOHN J	
STREET ADDRESS	2 PIERCE PLACE	
CITY-ST-ZIP	ITASCA IL 60143	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	FANSLER, GARY R	
STREET ADDRESS	2 PIERCE PLACE	
CITY-ST-ZIP	ITASCA IL	
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 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 checked="" type="checkbox"/> Addition
6.2 NAME	TREASURER
6.3 STREET ADDRESS	MARK P. STRAUCH
6.4 CITY-ST-ZIP	TWO PIERCE PLACE ITASCA, IL 60143

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: *Mark P. Strauch* **MARK P. STRAUCH** 4-27-98 630-773-3800

CR2E034 (10/97)

GALLAGHER BENEFIT ADMINISTRATORS, INC.

Incorporated : Illinois
Date : 03/29/96

% Ownership : Gallagher Bassett Services, Inc.

Federal ID # : 36-4099199

CAPITAL STOCK:

Common

Price/Par Value: \$1.00

Authorized: 1,000

Outstanding: 1,000

DIRECTORS:

Michael J. Cloherty	Director
James W. Durkin, Jr.	Director
Gary R. Fansler	Director

OFFICERS:

James W. Durkin, Jr.	Chairman
Gary R. Fansler	President
Michael J. Cloherty	Vice President - Finance
John C. Rosengren	Vice President and General Counsel
John J. Caraher	Vice President
David R. Long	Vice President
Mark P. Strauch	Treasurer
Jack H. Lazzaro	Controller
Carl E. Fasig	Secretary
Christine D. Greb	Assistant Secretary

Purpose of Business:

Third Party Administrator

Primary Address:

Two Pierce Place
Itasca, Illinois 60143-3141