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May 13 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 # J29030 (0) 1. Corporation Name ANTHEM HEALTH PLAN OF FLORIDA, INC.					
Principal Place of Business 10199 SOUTHSIDE BLVD STE 301 JACKSONVILLE FL 32256 US			Mailing Address 4040 VINCENNES CIRCLE MAILPOINT F4CP INDIANAPOLIS IN 46268-3027 US		
2. Principal Place of Business 21 10151 Deerwood Park Blvd. Suite, Apt. #, etc. 22 Building 200, Suite 400 City & State 23 Jacksonville, Florida Zip Country 24 32256 25 US		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30		3. Date Incorporated or Qualified 08/18/1986 3a. Date of Last Report 02/23/1996 4. FEI Number 74-2439056 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 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent CUNY, JOHN D. 10199 SOUTHSIDE BLVD. STE. 301 JACKSONVILLE FL 32256			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 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 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 1.5 1.6 1.7 1.8 1.9 1.10 1.11 1.12 1.13 1.14 1.15 1.16 1.17 1.18 1.19 1.20 1.21 1.22 1.23 1.24 1.25 1.26 1.27 1.28 1.29 1.30 1.31 1.32 1.33 1.34 1.35 1.36 1.37 1.38 1.39 1.40 1.41 1.42 1.43 1.44 1.45 1.46 1.47 1.48 1.49 1.50 1.51 1.52 1.53 1.54 1.55 1.56 1.57 1.58 1.59 1.60 1.61 1.62 1.63 1.64 1.65 1.66 1.67 1.68 1.69 1.70 1.71 1.72 1.73 1.74 1.75 1.76 1.77 1.78 1.79 1.80 1.81 1.82 1.83 1.84 1.85 1.86 1.87 1.88 1.89 1.90 1.91 1.92 1.93 1.94 1.95 1.96 1.97 1.98 1.99 2.00 2.01 2.02 2.03 2.04 2.05 2.06 2.07 2.08 2.09 2.10 2.11 2.12 2.13 2.14 2.15 2.16 2.17 2.18 2.19 2.20 2.21 2.22 2.23 2.24 2.25 2.26 2.27 2.28 2.29 2.30 2.31 2.32 2.33 2.34 2.35 2.36 2.37 2.38 2.39 2.40 2.41 2.42 2.43 2.44 2.45 2.46 2.47 2.48 2.49 2.50 2.51 2.52 2.53 2.54 2.55 2.56 2.57 2.58 2.59 2.60 2.61 2.62 2.63 2.64 2.65 2.66 2.67 2.68 2.69 2.70 2.71 2.72 2.73 2.74 2.75 2.76 2.77 2.78 2.79 2.80 2.81 2.82 2.83 2.84 2.85 2.86 2.87 2.88 2.89 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March 18, 1997

ANTHEM HEALTH PLAN OF FLORIDA, INC.

Directors

Stefen F. Brueckner	120 Monument Circle, Indianapolis, Indiana 46204
Joseph I. Berman	4361 Irwin Simpson Road, Mason, Ohio 45040
Alan D. Ford	One Centennial Avenue, Piscataway, New Jersey 08855
Lynne Gross	4361 Irwin Simpson Road, Mason, Ohio 45040
Wayne R. Hanus	One Centennial Avenue, Piscataway, New Jersey 08855
Sandra Miller	4040 Vincennes Circle, Indianapolis, Indiana 46268
James A. White	One Centennial Avenue, Piscataway, New Jersey 08855

Officers

Stefen F. Brueckner	Chairman and Chief Executive Officer 120 Monument Circle, Indianapolis, Indiana 46204
Glenn H. Kollen	President and Chief Operating Officer 10151 Deerwood Park Boulevard, Building 200, Suite 400 Jacksonville, Florida 32256
George D. Martin	Treasurer 120 Monument Circle, Indianapolis, Indiana 46204
Carol J. Ullery	Corporate Secretary 120 Monument Circle, Indianapolis, Indiana 46204
Sandra Miller	Assistant Secretary 4040 Vincennes Circle, Indianapolis, Indiana 46268