

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

FILED  
Feb 25 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P01388** (8)  
1. Corporation Name  
**COVENTRY HEALTH AND LIFE INSURANCE COMPANY**

Principal Place of Business <b>53 CENTURY BLVD SUITE 250-A NASHVILLE TN 37214 US</b>	Mailing Address <b>53 CENTURY BLVD SUITE 250-A NASHVILLE TN 37214 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>501 Corporate Centre Drive</b> Suite, Apt. #, etc. 22 <b>Suite 400</b> City & State 23 <b>Franklin, TN</b> Zip 24 <b>37067</b>		2a. Mailing Address 26 <b>501 Corporate Centre Drive</b> Suite, Apt. #, etc. 27 <b>Suite 400</b> City & State 28 <b>Franklin, TN</b> Zip 29 <b>37067</b>		3. Date Incorporated or Qualified <b>03/28/1984</b>	
Country 25 <b>Williamson</b>		Country 30 <b>Williamson</b>		4. FEI Number <b>75-1206086</b> Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$8.75 Additional Fee Required \$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 <b>INSURANCE COMMISSIONER THE CAPITOL TALLAHASSEE FL 32301</b>				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 <b>FL</b>	
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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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE	1.1 TITLE	DVP	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	JONES, RICHARD H		1.2 NAME	Jones, Richard H.			
STREET ADDRESS	940 WEST PORT PLAZA STE 300		1.3 STREET ADDRESS	940 West Port Plaza, Ste 300			
CITY-ST-ZIP	ST. LOUIS MO		1.4 CITY-ST-ZIP	St. Louis, MO			
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE	T	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	WISE, ALLEN. F		2.2 NAME	Miller, Rex, A.			
STREET ADDRESS	53 CENTURY BLVD STE 250-A		2.3 STREET ADDRESS	501 Corporate Centre Drive, Ste 400			
CITY-ST-ZIP	NASHVILLE TN		2.4 CITY-ST-ZIP	Franklin, TN 37067			
TITLE	SDVP	<input type="checkbox"/> DELETE	3.1 TITLE	SDVP	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	SMITH, SHIRLEY R.		3.2 NAME	Shirley R. Smith			
STREET ADDRESS	53 CENTURY BLVD 250-A		3.3 STREET ADDRESS	501 Corporate Centre Drive, Suite 400			
CITY-ST-ZIP	NASHVILLE TN		3.4 CITY-ST-ZIP	Franklin, TN 37067			
TITLE	PD	<input type="checkbox"/> DELETE	4.1 TITLE	PD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	WOLF, DALE B		4.2 NAME	Wolf, Dale B.			
STREET ADDRESS	53 CENTURY BLVD STE 250-A		4.3 STREET ADDRESS	501 Corporate Centre Drive, Suite 400			
CITY-ST-ZIP	NASHVILLE TN		4.4 CITY-ST-ZIP	Franklin, TN 37067			
TITLE	TDVP	<input type="checkbox"/> DELETE	5.1 TITLE	DVP	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	HODGES, JAN H		5.2 NAME	Hodges, Jan H.			
STREET ADDRESS	53 CENTURY BLVD STE 250-A		5.3 STREET ADDRESS	2575 Interstate Drive			
CITY-ST-ZIP	NASHVILLE TN		5.4 CITY-ST-ZIP	Harrisburg, PA 17110			
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	DVP	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME			6.2 NAME	Mayer, Robert A.			
STREET ADDRESS			6.3 STREET ADDRESS	2575 Interstate Drive			
CITY-ST-ZIP			6.4 CITY-ST-ZIP	Harrisburg, PA 17110			

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:  Shirley R. Smith, Vice President 2-2-98 615-771-4141

CP2E034 (10/97)