2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
May 31, 2005
Secretary of State

DOCUMENT# P03000085171

Entity Name: HEALTH PLANS USA, INC.

Current Principal Place of Business:

6508 GARLINGHOUSE LANE
DALLAS, TX 75252 US

New Principal Place of Business:

1608 NICKLAUS CT
MCKINNEY, TX 75070 US

Current Mailing Address:

6508 GARLINGHOUSE LANE
DALLAS, TX 75252 US

New Mailing Address:

1608 NICKLAUS CT
MCKINNEY, TX 75070 US

FEI Number: 56-2416367 **FEI Number Applied For ( )** **FEI Number Not Applicable ( )** **Certificate of Status Desired (X)**

Name and Address of Current Registered Agent:

FOLTZ, CHRISTOPHER L
9410 S.W. 37 ST.
MIAMI, FL 33165 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.
Election Campaign Financing Trust Fund Contribution ( ).

OFFICERS AND DIRECTORS:

Title: MR. ( ) Delete
Name: FOLTZ, CHRISTOPHER L PRES.
Address: 6508 GARLINGHOUSE LANE
City-St-Zip: DALLAS, TX 75252

Title: MRS. ( ) Delete
Name: FOLTZ, AUDREY VP/SECY
Address: 6508 GARLINGHOUSE LANE
City-St-Zip: DALLAS, TX 75252

Title: MR. ( ) Delete
Name: CUMMINGS, RYAN A VP
Address: 6508 GARLINGHOUSE LANE
City-St-Zip: DALLAS, TX 75252

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: MR. (X) Change ( ) Addition
Name: FOLTZ, CHRISTOPHER L PRES.
Address: 1608 NICKLAUS CT
City-St-Zip: MCKINNEY, TX 75070

Title: MRS. (X) Change ( ) Addition
Name: FOLTZ, AUDREY VP/SECY
Address: 1608 NICKLAUS CT
City-St-Zip: MCKINNEY, TX 75070

Title: MR. (X) Change ( ) Addition
Name: CUMMINGS, RYAN A VP
Address: 1608 NICKLAUS CT
City-St-Zip: MCKINNEY, TX 75070

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: CHRISTOPHER L. FOLTZ MR. 05/31/2005

Electronic Signature of Signing Officer or Director Date