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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P07714 1. Corporation Name BENEFITS COMMUNICATION CORPORATION			
Principal Place of Business 8515 E. ORCHARD ROAD ENGLEWOOD CO 80111		Mailing Address 8515 E. ORCHARD ROAD ENGLEWOOD CO 80111	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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 Signature, typed or printed name of registered agent and title if applicable. (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 NAME SELLER, GREGG E. STREET ADDRESS 3699 WILSHIRE BLVD, #675 CITY-ST-ZIP LOS ANGELES CA 90010		1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE VD <input type="checkbox"/> DELETE NAME SHAW, ROBERT K STREET ADDRESS 8515 E. ORCHARD RD. CITY-ST-ZIP ENGLEWOOD CO 80111		2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE ASX <input type="checkbox"/> DELETE NAME BYRNE, BEVERLY A. STREET ADDRESS 8515 E. ORCHARD ROAD CITY-ST-ZIP ENGLEWOOD CO		3.1 TITLE Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME See attached list 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE T <input type="checkbox"/> DELETE NAME DERBACK, GLEN R. STREET ADDRESS 8515 E. ORCHARD ROAD CITY-ST-ZIP ENGLEWOOD CO		4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE V <input type="checkbox"/> DELETE NAME BAKER, JACK STREET ADDRESS 8515 E ORCHARD RD CITY-ST-ZIP ENGLEWOOD CO		5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE DP <input type="checkbox"/> DELETE NAME NELSON, CHARLES STREET ADDRESS 500 108TH AVE NE, STE 2180 CITY-ST-ZIP BELLEVUE WA 98004		6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: Beverly A. Byrne REQUIRED Beverly A. Byrne, Secretary, 1/15/99 303-689-3817
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

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P07714

BENEFITS COMMUNICATION CORPORATION

Directors

Name/Title	Business/Resident Address	S.S.#	CRD #
Charles P. Nelson Chairman	8515 East Orchard Road, Englewood, Colorado 80111 1187 E. Jesse Court, Highland Ranch, CO 80126	532-58-5602	1161349
Dennis Low Director	8515 E. Orchard Road, Englewood, CO 80111 3862 Christy Ridge Road, Sedalia, CO 80135	541-78-8528	313327
John Brown Director	8515 E. Orchard Road, Englewood, CO 80111 30402 Heavenly Court, Evergreen CO 80439	328-54-4469	32517
Robert K. Shaw Director	8515 E. Orchard Road, Englewood, CO 80111 5484 S. Nucla Ct., Aurora, CO 80015	521-29-8940	1224633
Gregg E. Seller Director	18101 Von Karman Ave., Suite 1460, Irvine, CA 92715 37 New York Court, Monarch Beach, CA 92629	548-96-2938	718206
Doug L. Wooden Director	8515 E. Orchard Road, Englewood, CO 80111 5 Huntwick Lane, Englewood, CO 80110	220-62-2231	-

Officers

Charles P. Nelson President and C.E.O.	8515 East Orchard Road, Englewood, Colorado 80111 1187 E. Jesse Court, Highland Ranch, CO 80126	532-58-5602	1161349
Robert K. Shaw V.P. Product and Marketing	8515 E. Orchard Road, Englewood, CO 80111 5484 S. Nucla Ct., Aurora, CO 80015	521-29-8940	1224633
Jack Baker V.P., Licensing and Contracts	8515 E. Orchard Road, Englewood, CO 80111 5922 S. Ironton Ct., Englewood, CO 80111	519-44-4709	10748
Glen R. Derback Treasurer	8515 E. Orchard Road, Englewood, CO 80111 7340 Brixham Circle, Castle Rock, CO 80104	522-41-8866	1330783
Beverly A. Byrne Secretary and Compliance Officer	8515 E. Orchard Road, Englewood, CO 80111 3173 Soaring Eagle Lane, Castle Rock, CO 80104	513-62-6836	1983774

Date of Incorporation: July 25, 1985

State of Incorporation: Delaware

Date of Annual Shareholder's Meeting: Second Tuesday of the month of April

Stock: 10,000 shares authorized--Common--2,500 (\$250,000) issued--no par value

Purpose: Any lawful activity in which a corporation was formed to do business, including but not limited to, selling insurance products.

FEIN: 84-0993822