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May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P13656 (4)
 1. Corporation Name
PRINCIPAL HEALTH CARE, INC.



Principal Place of Business 711 HIGH STREET %BETTY CREIGHTON, LAW DEPT DES MOINES IA 50392-0300 US	Mailing Address 711 HIGH STREET %BETTY CREIGHTON, LAW DEPT DES MOINES IA 50392 US
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21 Principal Place of Business Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a Mailing Address Suite, Apt. #, etc. 27 City & State 28 Zip Country
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3 Date Incorporated or Qualified 03/17/1987	3a Date of Last Report 04/24/1996
4 FEI Number 52-1503069	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9 Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324
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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	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD <input type="checkbox"/> DELETE LINDE, K.J. 9453 REACH ROAD POTOMAC MD
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D <input type="checkbox"/> DELETE DRURY, DAVID J RURAL ROUTE #1 BOX 88 WAUKEE IA 50283
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V <input type="checkbox"/> DELETE TAYLOR, S.I. 202 LAZY HOLLOW DR. GAITHERSBURG MD
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS <input type="checkbox"/> DELETE HOFFMAN, J.N. 5834 PLEASANT DRIVE DES MOINES IA
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VT <input checked="" type="checkbox"/> DELETE WISGERHOF, J.G. 7113 TWANA DRIVE URBANDALE IA
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D <input type="checkbox"/> DELETE GRAF, THOMAS J 8124 LINCOLN AVENUE DES MOINES IA 50322

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 711 High Street Des Moines, IA 50392
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 711 High Street Des Moines, IA 50392
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 711 High Street Des Moines, IA 50392
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 711 High Street Des Moines, IA 50392
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition AT Bassett, Craig L. 711 High Street Des Moines, IA 50392
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 711 High Street Des Moines, IA 50392 (See Attachment A)

14. I do 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:

Joyce N. Hoffman
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Joyce N. Hoffman, Vice President & Corporate Secretary

4/22/97

Date **515/247-5111** Baseline Phone #

0627671

CR2E034 (9/96)

**Attachment A
Principal Health Care, Inc.
Directors and Officers**

16-Apr-97

Director

Name, Title, and Date Elected

Thomas John Graf Chairman	12/19/96
David James Drury	12/19/96
Kenneth Jon Linde	12/19/96

Officer

Name, Title, and Date Elected

Kenneth Jon Linde President and CEO	12/19/96
Thomas John Graf Executive Vice President	12/19/96
James George Stumpfel Vice President	12/19/96
Harvey Pollak Vice President - Development	12/19/96
George B. Strumpf Vice President - Federal & State Policy	12/19/96
David William Goltz Vice President - Finance	12/19/96
Steven Clark Whitty Vice President - Marketing and Sales/Subsidiary Operations	12/19/96
Charles Claiborne Wilhelm, M.D. Vice President - Medical Affairs	12/19/96
Sharon Irene Taylor Vice President - Operations	12/19/96
David Lee Weiss Vice President - Planning and Development	12/19/96
Joyce Nixon Hoffman Vice President and Corporate Secretary	12/19/96

Robert James Mrizek Vice President, Counsel, and Assistant Secretary	12/19/96
James Thomas Gillette Second Vice President - Human Resources and Administration	12/19/96
Shiraz Jetha Senior Actuarial Officer	12/19/96
Robert F. Van Dyke Director - Contracts and Compliance	12/19/96
Doris Anne Marlin Director - Compliance and Government Relations	12/19/96
Leslie Giddens Robinson Director - Health Operations	12/19/96
Jeffrey M. Sunderland Director - Information Services	12/19/96
Carol Alida Elwood Director - Marketing Services	12/19/96
Jill Renee Foucre Director - Operations	12/19/96
Jeffrey D. Hennessy Director - Underwriting	12/19/96
Craig Lawrence Bassett Assistant Treasurer	12/19/96
Mary Louise Bricker Assistant Corporate Secretary	12/19/96
Michael John Burgoyne Corporate Controller	12/19/96
Marty C. Altman Regional Director - Sales	12/19/96
Ronald M. Chaffin Regional Vice President	12/19/96
Charles David Roberts Regional Vice President	12/19/96
Francis Samuel Solstman, Jr. Regional Vice President	12/19/96
Michael A. Soto Regional Vice President - National & Sales Accounts	12/19/96

Corporation Address/Address for all Directors and Officers
711 High Street, Des Moines, Iowa 50392