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Apr 30 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 # **P27060** (3)  
1. Corporation Name  
**TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.**



Principal Place of Business  
**BOX 47470  
JACKSONVILLE FL 32247**

Mailing Address  
**BOX 47470  
JACKSONVILLE FL 32247-7470**

3. Date Incorporated or Qualified <b>11/28/1989</b>	3a. Date of Last Report <b>03/27/1996</b>
4. FEI Number <b>95-2845556</b>	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> 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	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

**VERRE, DAVID  
1660 PRUDENTIAL DRIVE  
JACKSONVILLE FL 32207**

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VSD	1.1 TITLE	V
NAME	MACKANOS, DONALD	1.2 NAME	Hoffman, Craig
STREET ADDRESS	1660 PRUDENTIAL DRIVE	1.3 STREET ADDRESS	1660 Prudential Drive
CITY-ST-ZIP	JACKSONVILLE FL	1.4 CITY-ST-ZIP	Jacksonville, FL 32207
TITLE	VTD	2.1 TITLE	
NAME	PROUTY, CYNTHIA L	2.2 NAME	
STREET ADDRESS	1660 PRUDENTIAL DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	
NAME	SMITH, JAMES E	3.2 NAME	
STREET ADDRESS	1660 PRUDENTIAL DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	
NAME	THOMPSON, L. J	4.2 NAME	
STREET ADDRESS	128 S. TRYON STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	4.4 CITY-ST-ZIP	
TITLE	T	5.1 TITLE	
NAME	VERRE, DAVID	5.2 NAME	
STREET ADDRESS	1660 PRUDENTIAL DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32207	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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

*[Signature]*

11-22-97 004-300-5888

CR2E034 (9/96)