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FILED
May 15 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 # P28086 (7)
1. Corporation Name
JONES, HILL & MERCER EMPLOYEE BENEFITS, INC.



Principal Place of Business
5200 BLUE LAGOON DRIVE, SUITE 180
MIAMI FL 33128

Mailing Address
P.O. BOX 020270
(7B28)
MIAMI FL 33102-0270
US

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

3. Date Incorporated or Qualified
02/13/1990

3a. Date of Last Report
04/26/1996

4. FEI Number
65-0167355

Applied For
Not Applicable

5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐ \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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

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	DELETE
P	MAES, NORMAN K	5835 BLUE LAGOON DR.	MIAMI FL	<input type="checkbox"/>
V	CLEMMONS, KERRY D.	7300 CORPORATE CENTER DR	MIAMI FL	<input type="checkbox"/>
VS	WARDLOW, ANNE V	7300 CORPORATE CENTER DRIVE	MIAMI FL	<input type="checkbox"/>
VT	PIEL, WILLIAM G.	7300 CORPORATE CENTER DR	MIAMI FL	<input type="checkbox"/>
V	MIDDELSTAEDT, MILFORD L	7300 CORPORATE CENTER DR	MIAMI FL	<input type="checkbox"/>
V	REACH, GARY M.	7300 CORPORATE CENTER DR	MIAMI FL	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE	Change	Addition
1.1	1.2	1.3	1.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1	2.2	2.3	2.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	3.2	3.3	3.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1	4.2	4.3	4.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1	5.2	5.3	5.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	6.2	6.3	6.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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:

GARY M. REACH
GARY M. REACH - VICE PRESIDENT 04/21/97 715/3263
3051
Date Daytime Phone #

CR2E034 (9/96)

01/02/97

Jones, Hill & Mercer Employee Benefits, Inc.

Incorporated : Nevada
Inc. Date : 01/25/90
Federal ID # : 65-0167355

DIRECTORS: Currently Authorized: 4 Min: 3 Max: 21 Quorum: 3

Glendon Elwood Johnson	Chairman of the Board
Marvin Harry Assofsky	Director
Scott Lewis Stanton	Director
William Stanley Wilkins	Director

OFFICERS:

Norman K Maes	President
Michael Page Andersen	Sr. Vice President, Assistant General Counsel & Assistant Secretary
Kerry Dale Clemmons	Sr. Vice President - Human Resources & Corporate Development
Mark Alfred Schoder	Sr. Vice President - Business Development & Communications
Glen Arthur Spence	Sr. Vice President - Finance & Accounting
Scott Lewis Stanton	Sr. Vice President & Chief Financial Officer
Anne Virginia Wardlow	Sr. Vice President, General Counsel & Secretary
Anthony John Houghton	Vice President & Chief Actuary
Milford Lewis Middelstaedt, Jr.	Vice President, Assistant General Counsel & Assistant Secretary
William George Piel	Vice President & Treasurer
Gary Michael Reach	Vice President - Planning & Taxation
Ana Margarita Gilaberte	Vice President & Sr. Associate Counsel

CAPITAL STOCK:

Common Stock
Price/Par Value: 1.00

Authorized: 1,000
Issued: 1,000
Outstanding: 1,000
in Treasury: 0

Current Owner(s)
JA Services, Inc.

# Shares	From
1,000	06/23/94

The mailing address for all of the above officers and directors is:

7300 Corporate Center Drive (7B28)
P. O. Box 020270 (7B28)
Miami, FL 33128-1208