

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 ATT: (7B28) 7300 Corp. Center Dr. Miami, FL 33126-1208		Mailing Address ATT: (7B28) P. O. Box 020270 Miami, FL 33102-0270	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	
9. Name and Address of Current Registered Agent The Prentice-Hall Corp. 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 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 NAME STREET ADDRESS CITY - ST - ZIP	Director <input type="checkbox"/> DELETE Glendon E. Johnson 7300 Corporate Center Dr Miami, FL 33126	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice Pres/Secy <input type="checkbox"/> DELETE Anne V. Wardlow 7300 Corporate Center DR Miami, FL 33126	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Director/VP/CFO <input type="checkbox"/> DELETE Scott L. Stanton 7300 Corporate Center DR Miami, FL 33126	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice President <input type="checkbox"/> DELETE Gary M. Reach 7300 Corporate Center Dr Miami, FL 33126	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 500002535825 -05/27/98--01004--026 ***150.00
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice President <input type="checkbox"/> DELETE Michael P. Andersen 7300 Corporate Center Dr Miami, FL 33126	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 40526
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP/Treasurer <input type="checkbox"/> DELETE Glen A. Spence 7300 Corporate Center DR Miami, FL 33126	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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.			
SIGNATURE: <i>Patricia Rossique</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Patricia Rossique Asst. Vice Pres. 04/22/98 305/715/3256 Date Daytime Phone #	

CR2E034 (10/97)

04/14/98

Jones, Hill & Mercer Employee Benefits, Inc.

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

DIRECTORS:

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

OFFICERS:

William Walter Sharrett, Jr.	President
Michael Page Andersen	Sr. Vice President, Assistant General Counsel & Assistant Secretary
Mark Alfred Schoder	Sr. Vice President - Business Development & Communications
Glen Arthur Spence	Sr. Vice President - Finance & Accounting and Treasurer
Scott Lewis Stanton	Sr. Vice President & Chief Financial Officer
Anne Virginia Wardlow	Sr. Vice President, General Counsel & Secretary
Ana Margarita Gilaberte	Vice President & Sr. Associate Counsel
Gary Michael Reach	Vice President - Planning & Taxation
Patricia Rossique	Assistant Vice President - Planning & Taxation
John Martin Wazowicz	Assistant Treasurer

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

DIRECT SUBSIDIARIES:

None