

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

FILED
Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P29299 (5)
1. Corporation Name
VOLUNTARY BENEFITS INTERNATIONAL, INC.

Principal Place of Business
2801 HWY. 280 SOUTH
BIRMINGHAM AL 35223

Mailing Address
2801 HWY. 280 SOUTH
BIRMINGHAM AL 35223



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/09/1990	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 63-0984208	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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	
				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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	President
NAME	FREDELLA, P. TODD	1.2 NAME	Chris T. Calos
STREET ADDRESS	2801 HWY. 280 SOUTH	1.3 STREET ADDRESS	2801 Highway 280 South
CITY-ST-ZIP	BIRMINGHAM AL	1.4 CITY-ST-ZIP	Birmingham, AL 35223
TITLE	S	2.1 TITLE	Vice President & Secretary
NAME	WRIGHT, JOHN K.	2.2 NAME	Stuart L. Scott
STREET ADDRESS	LONG, DEBORAH J	2.3 STREET ADDRESS	2801 Highway 280 South
CITY-ST-ZIP	BIRMINGHAM AL	2.4 CITY-ST-ZIP	Birmingham, AL 35223
TITLE	T	3.1 TITLE	Treasurer
NAME	LONG, DEBORAH J	3.2 NAME	Jerry W. DeFoor
STREET ADDRESS	2801 HWY 280 SOUTH	3.3 STREET ADDRESS	2801 Highway 280 South
CITY-ST-ZIP	BIRMINGHAM AL	3.4 CITY-ST-ZIP	Birmingham, AL 35223
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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 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 _____ 4.3.98 (20) 8.3.103

CR2E034 (10/97)