

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 22 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 # P31523 (4)
 1. Corporation Name
AVESIS INCORPORATED



Principal Place of Business 100 W. CLARENDON 2300 PHOENIX AZ 85013 US	Mailing Address 100 W. CLARENDON 2300 PHOENIX AZ 85013 US
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DO NOT WRITE IN THIS SPACE

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. Country	30. Country

3. Date Incorporated or Qualified 10/18/1990	3a. Date of Last Report 02/27/1996
4. FEI Number 86-0349350	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

FOX, KATHY
407 WEKIVA SPRINGS RD., STE 241
LONGWOOD FL 32779

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 607.1503, 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

TITLE	CEO	<input checked="" type="checkbox"/> DELETE
NAME	CAPPADORA, FRANK	
STREET ADDRESS	100 W. CLARENDON #2300	
CITY-ST-ZIP	PHOENIX AZ	
TITLE	CO	<input type="checkbox"/> DELETE
NAME	COHEN, WILLIAM R.	
STREET ADDRESS	35 HILLSIDE AVENUE	
CITY-ST-ZIP	HILLSIDE NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	OOIE, SAM	
STREET ADDRESS	253 PASSAIC AVENUE	
CITY-ST-ZIP	FAIRFIELD NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COHEN, GERALD	
STREET ADDRESS	158 W 56 STR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, MARK L.	
STREET ADDRESS	100 W. CLARENDON #2300	
CITY-ST-ZIP	PHOENIX AZ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RICHTER, WILLIAM L.	
STREET ADDRESS	950 THIRD AVENUE	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Richter, William L.	
1.3 STREET ADDRESS	450 Park Avenue - 28th Floor	
1.4 CITY-ST-ZIP	New York, NY 10022	
2.1 TITLE	CEO/P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Blum Sr., Kenneth L.	
2.3 STREET ADDRESS	100 W. Clarendon Ave., Suite 2300	
2.4 CITY-ST-ZIP	Phoenix, AZ 85013	
3.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Kempler, Neal A.	
3.3 STREET ADDRESS	100 W. Clarendon Ave., Suite 2300	
3.4 CITY-ST-ZIP	Phoenix, AZ 85013	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Neal A Kempler* 8/13/97 602-241-3400

CR2E034 (4/97)