

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

FILED

May 13 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 # **P36794** (6)

1. Corporation Name
ANTHEM BENEFIT SERVICES, INC.

Principal Place of Business 5451 W. LAKEVIEW PARKWAY SOUTH DRIVE INDIANAPOLIS IN 46268	Mailing Address 4040 VINCENNES CIRCLE MAILPOINT F4CP INDIANAPOLIS IN 46268-3027 US
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2. Principal Place of Business 21 State 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 12/23/1991	3a. Date of Last Report 03/12/1996
		4. FEI Number 35-1835818	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRUECKNER, STEFEN F.	1.2 NAME	SEE ATTACHED
STREET ADDRESS	4040 VINCENNES DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	1.4 CITY-ST-ZIP	
TITLE	EVPD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BELL, MICHAEL O.	2.2 NAME	SEE ATTACHED
STREET ADDRESS	5451 W. LAKEVIEW PARKWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN 46268	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, SANDRA H	3.2 NAME	SEE ATTACHED
STREET ADDRESS	4040 VINCENNES CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN 46268	3.4 CITY-ST-ZIP	
TITLE	EVPD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUNY, JOHN D	4.2 NAME	SEE ATTACHED
STREET ADDRESS	10199 SOUTHSIDE BLVD. STE. 301	4.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32258	4.4 CITY-ST-ZIP	
TITLE	EVPD <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	METZ, CHRISTINE M	5.2 NAME	SEE ATTACHED
STREET ADDRESS	101 CALIFORNIA ST. STE. 3070	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	5.4 CITY-ST-ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEAL, MAX E.	6.2 NAME	SEE ATTACHED
STREET ADDRESS	4040 VINCENNES CIRCLE	6.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	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: *Sandra Miller*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/97

317-228-7420

CR2E034 (9/96)

March 12, 1997

ANTHEM BENEFIT SERVICES, INC.

Directors

Stefen F. Brueckner	120 Monument Circle, Indianapolis, Indiana 46204
Alan D. Ford	One Centennial Avenue, Piscataway, New Jersey 08855
Wayne R. Hanus	One Centennial Avenue, Piscataway, New Jersey 08855
Sandra Miller	4040 Vincennes Circle, Indianapolis, Indiana 46268
James A. White	One Centennial Avenue, Piscataway, New Jersey 08855

Officers

Stefen F. Brueckner	Chairman and Chief Executive Officer 120 Monument Circle, Indianapolis, Indiana 46204
James A. White	President and Chief Operating Officer One Centennial Avenue, Piscataway, New Jersey 08855
George D. Martin	Treasurer 120 Monument Circle, Indianapolis, Indiana 46204
Wayne R. Hanus	Assistant Treasurer One Centennial Avenue, Piscataway, New Jersey 08855
Carol J. Ullery	Corporate Secretary 120 Monument Circle, Indianapolis, Indiana 46204
Sandra Miller	Assistant Secretary 4040 Vincennes Circle, Indianapolis, Indiana 46268
Jeremiah J. Hanrahan	Assistant Secretary, Assistant Treasurer One Centennial Avenue, Piscataway, New Jersey 08855