

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

FILED
Mar 12 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 # P37718 (4)
1. Corporation Name
PROAMERICA MANAGED CARE, INC.

Principal Place of Business
1250 E COPELAND RD
STE 1200
ARLINGTON TX 76011
US

Mailing Address
1250 E COPELAND RD
STE 1200
ARLINGTON TX 76011
US



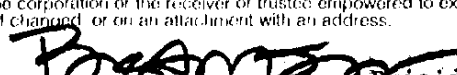
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/03/1992	
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Suite, Apt. #, etc.	26. City & State
27. Zip	28. Country	29. Suite, Apt. #, etc.	30. City & State	31. Zip	32. Country
g. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83. City	
				84. 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.					

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S SPICOLA, BRIGID M 9900 BREN ROAD EAST 300 MINNETONKA MN 55343	1.1 TITLE	Change Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	CDP WILLS, TRAVERS H 9900 BREN ROAD EAST 300 MINNETONKA MN 55343	2.1 TITLE	Change Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VPT WEISS, ALLAN J 9900 BREN ROAD EAST 300 MINNETONKA MN 55343	3.1 TITLE	Change Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	VPD KOPPE, DAVID P 9900 BREN ROAD EAST 300 MINNETONKA MN 55343	4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	AS LUBBEN, DAVID J. 300 OPUS CTR 9900 BREN RD E MINNETONKA MN	5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	VP FLOTTEMESCH, DIANE L. 9900 BREN RD E STE 300 MINNETONKA MN	6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

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

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.	
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SIGNATURE:  Brigid M. Spicola, Secretary 2/25/98

CP2E034 (10/97)