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Mar 20 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P38176 (4)

1. Corporation Name
PRIVATE HEALTHCARE SYSTEMS, INC.



Principal Place of Business
1100 WINTER STREET
WALTHAM MA 02154
US

Mailing Address
1100 WINTER STREET
WALTHAM MA 02154-1227
US

3. Date Incorporated or Qualified
03/27/1992

3a. Date of Last Report
02/12/1996

4. FEI Number
04-3138814

Applied For
Not Applicable

5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

2. Principal Place of Business
21 1100 WINTER STREET
Suite, Apt. #, etc.
22 City & State
23 WALTHAM MA
Zip Country
24 02154 25 USA

2a. Mailing Address
26 1100 WINTER STREET
Suite, Apt. #, etc.
27 City & State
28 WALTHAM MA
Zip Country
29 02154 30 USA

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION 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 required for corporation's registered agent and fee is applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	TITLE	NAME
P	GUSELLI, GENE P.	1.1 TITLE	SEE ATTACHED
36 MOULTON STR		1.2 NAME	
HAMILTON MA		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
T	NEWSOME, JAMES E.	2.1 TITLE	
1100 WINTER ST.		2.2 NAME	
WALTHAM MA		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
S	GOLDIN, DONNA A.	3.1 TITLE	
39 GREENWOOD LN		3.2 NAME	
WALTHAM MA		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
CD	MOITZ, JAMES D.	4.1 TITLE	
8505 E. ORCHARD RD.		4.2 NAME	
ENGLEWOOD CO		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
D	HOGAN, MICHAEL R.	5.1 TITLE	
13045 TESSON FERRY		5.2 NAME	
ST. LOUIS MO		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
D	BAILEY, STEPHEN	6.1 TITLE	
501 W. MICHIGAN ST.		6.2 NAME	
MILWAUKEE WI		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 the Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

BOB KETZ
V.P. CONTROLLER & TREASURER
(617) 895-6702

Daytime Phone # 0000347

CR2E034 (9/96)

Private Healthcare Systems, Inc.
Officers and Directors

FID:04-3138814

<u>Name</u>	<u>Title</u>	<u>Term Expiration</u>	<u>Office Address</u>
Richard F. Belloff	President and CEO	N/A	1100 Winter Street Waltham, MA 02154
Barbara Dailey	Interim Chief Financial Officer and Assistant Treasurer	N/A	1100 Winter Street Waltham, MA 02154
Jason M. Dunn	Vice President and General Counsel, and Secretary	N/A	1100 Winter Street Waltham, MA 02154
LeeAnn Christ	Assistant Secretary	N/A	1100 Winter Street Waltham, MA 02154
Robert Ketz	Vice President, Controller, and Treasurer	N/A	1100 Winter Street Waltham, MA 02154
Mark Bloomberg	Chief Medical Officer	N/A	1100 Winter Street Waltham, MA 02154
Peter George	Chief Operating Officer	N/A	1100 Winter Street Waltham, MA 02154
Richard Kwei	Chief Information Officer	N/A	1100 Winter Street Waltham, MA 02154
Richard F. Belloff	Chairman of the Board of Directors	Apr-98	1100 Winter Street Waltham, MA 02154
James Motz	Director	Apr-97	Great-West Life & Annuity 8505 E. Orchard Road Englewood, CO 80111
Warren Weiner	Director	Apr-97	General American Life Ins. Co. 13045 Tesson Ferry St. Louis, MO 63128
Stephen Bailey	Director	Apr-97	Time Insurance Co. 501 W. Michigan Ave Milwaukee, WI 53203
Alan MacLennan	Director	Apr-97	Great-West Life & Annuity 8505 E. Orchard Road Englewood, CO 80111
Jae Wittlich	Director	Apr-97	CNA Insurance Companies Wabash & Van Buren Streets Chicago, IL 60685
John DeRosa	Director	Apr-97	The Guardian Life Ins. Co. of America 201 Park Ave., So. New York, NY 10003
R. Michael Conley	Director	Apr-97	ReliaStar 20 Washington Avenue South Minneapolis, MN 55401
Gregory H. Wolf	Director	Apr-97	Employers Health Ins. 1100 Employers Blvd. Green Bay, WI 54344
Thomas Adams	Director	Apr-97	Trustmark Insurance Company 400 Field Drive Lake Forest, IL 60045