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FILED
May 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 # 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
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/27/1992	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 04-3138814	
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 type="checkbox"/> No	

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
		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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP	1.1 TITLE	CEOPC
NAME	BELLOFF, RICHARD F.	1.2 NAME	
STREET ADDRESS	110 WINTER STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	WALTHAM MA	1.4 CITY-ST-ZIP	
TITLE	CFOT	2.1 TITLE	CFO
NAME	DAILEY, BARBARA	2.2 NAME	Dailey, Barbara
STREET ADDRESS	1100 WINTER ST.	2.3 STREET ADDRESS	1100 Winter Street
CITY-ST-ZIP	WALTHAM MA	2.4 CITY-ST-ZIP	Waltham, MA
TITLE	VPS	3.1 TITLE	
NAME	DUNN, JASON M.	3.2 NAME	
STREET ADDRESS	1100 WINTER STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	WALTHAM MA	3.4 CITY-ST-ZIP	
TITLE	AS	4.1 TITLE	
NAME	CHRIST, LEEANN	4.2 NAME	
STREET ADDRESS	1100 WINTER STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	WALTHAM MA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	D
NAME	HOGAN, MICHAEL R.	5.2 NAME	Weiner-Warren
STREET ADDRESS	13045 TESSON FERRY	5.3 STREET ADDRESS	13045 Tesson Ferry
CITY-ST-ZIP	ST. LOUIS MO	5.4 CITY-ST-ZIP	St. Louis, MO 63125
TITLE	D	6.1 TITLE	D
NAME	BAILEY, STEPHEN	6.2 NAME	Keller, Tom
STREET ADDRESS	501 W. MICHIGAN ST.	6.3 STREET ADDRESS	501 W. Michigan Street
CITY-ST-ZIP	MILWAUKEE WI	6.4 CITY-ST-ZIP	Milwaukee, WI

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:

Kevin D. Reilly

Kevin D. Reilly Controller

(781) 585-7500

CR2E034 (10/97)

O&D/offic

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. Beloff	Chairman, President and CEO	N/A	1100 Winter Street Waltham, MA 02154
Barbara Dailey	Chief Financial Officer	N/A	1100 Winter Street Waltham, MA 02154
Kevin O'Reilly	Controller 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
To Be Hired	Vice President and Treasurer	N/A	
Mark Bloomberg	Chief Medical Officer	N/A	1100 Winter Street Waltham, MA 02154
Edward J. Sandrick, Jr.	Chief of Network and Operations	N/A	1100 Winter Street Waltham, MA 02154
Richard Kwei	Chief Information Officer	N/A	1100 Winter Street Waltham, MA 02154
James F. Herrington, Jr.	Chief Marketing Officer	N/A	1100 Winter Street Waltham, MA 02154
Philip C. Lockwood	Chief Human Resources Officer	N/A	1100 Winter Street Waltham, MA 02154
James Motz	Director	Apr-98	Great-West Life & Annuity 8806 E. Orchard Road Englewood, CO 80111
Warren Weiner	Director	Apr-98	General American Life Ins. Co. 13045 Tesson Ferry St. Louis, MO 63126
Tom Keller	Director	Apr-98	Time Insurance Co. 601 W. Michigan Ave Milwaukee, WI 53203
Joe Wittlich	Director	Apr-98	CNA Insurance Companies Wabash & Van Buren Streets Chicago, IL 60685
John DeRosa	Director	Apr-98	The Guardian Life Ins. Co. of America 201 Park Ave., So. New York, NY 10003
R. Michael Conley	Director	Apr-98	ReliaStar 20 Washington Avenue South Minneapolis, MN 55401
Tod Zacharias	Director	Apr-98	Employers Health Ins. 1100 Employers Blvd. Green Bay, WI 54344
Thomas Adams	Director	Apr-98	Trustmark Insurance Company 400 Field Drive Lake Forest, IL 60045