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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997

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

DOCUMENT # P93000045059 (1)

1. Corporation Name
HUMANA HEALTH CARE PLANS - WEST PALM BEACH, INC.

Principal Place of Business	Mailing Address
2400 E. COMMERCIAL BLVD. STE 219 FT. LAUDERDALE FL 33308 US	ATTN: TAX DEPARTMENT P.O. BOX 740026 LOUISVILLE KY 40201-7426

3. Date Incorporated or Qualified: 06/25/1993
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business — 21:
Suite, Apt. #, etc. — 22:
City & State — 23:
Zip — 24: Country — 25:

2a. Mailing Address — 26:
Suite, Apt. #, etc. — 27:
City & State — 28:
Zip — 29: Country — 30:

4. FEI Number: 56-1827938 ☐ 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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
C/O CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324

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 _____ DATE _____
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD SMITH, WAYNE 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	PD WOLF, GREGORY H. 500 W MAIN LOUISVILLE KY 40201-1438	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SVPD CASH, W. LARRY 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	SrVP D McCALLISTER, MICHAEL B. 500 W MAIN LOUISVILLE KY 40201-1438	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SVPD COUGHLIN, KAREN A 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SVPD GARMON, PHILIP B 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	VP MURRAY, JAMES E. 500 W MAIN LOUISVILLE KY 40201-1438	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SVPD LANKFORD, RONALD S MD 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	S KROGER, JOAN O. 500 W MAIN LOUISVILLE KY 40201-1438	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP BAUERNFEIND, GEORGE 500 WEST MAIN LOUISVILLE KY 40201-1438	☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ Addition

CR2E034 (9/96)

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: [signature] GEORGE BAUERNFEIND V P-TAXES 4/30/97 (502)580-1000