

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

FILED
May 14 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 # P95000019005 (4)
 1. Corporation Name
HUMANA HEALTH CARE PLANS-ROLLING HILLS, INC.

Principal Place of Business 2400 E. COMMERCIAL BLVD. #315 FORT LAUDERDALE FL 33308	Mailing Address ATTN: TAX DEPT. P.O. BOX 740026 LOUISVILLE KY 40201-1438 US
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DO NOT WRITE IN THIS SPACE

21 Principal Place of Business	26 Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
Zip	Zip
Country	Country

3. Date Incorporated or Qualified 03/08/1995	
4. FEI Number 65-0564259	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 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
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
PD	WOLF, GREGORY		
	500 WEST MAIN ST	1.3 STREET ADDRESS	
	LOUISVILLE KY	1.4 CITY-ST-ZIP	
SVPD	MCALLISTER, MICHAEL B.	2.1 TITLE	
	500 W MAIN ST	2.2 NAME	
	LOUISVILLE KY	2.3 STREET ADDRESS	
VP	MURRAY, JAMES	2.4 CITY-ST-ZIP	
	500 W. MAIN ST.	3.1 TITLE	
	LOUISVILLE KY	3.2 NAME	
		3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
VPD	COUGHLIN, KAREN A SR	4.1 TITLE	
	500 W. MAIN ST.	4.2 NAME	
	LOUISVILLE KY 40201-1438	4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
S	KROGER, JOAN O	5.1 TITLE	
	500 W. MAIN ST.	5.2 NAME	
	LOUISVILLE KY	5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
VP	BAUERNFEIND, GEORGE	6.1 TITLE	
	500 W. MAIN ST.	6.2 NAME	
	LOUISVILLE KY	6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	

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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.

CR2E034 (10/97)