

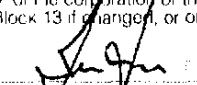


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Feb 05 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 # P95000040324 (2) 1. Corporation Name HEALTH FIRST HEALTH PLANS, INC.																																																																											
Principal Place of Business 8247 DEVEREUX DRIVE SUITE 103 MELBOURNE FL 32940 US		Mailing Address 8247 DEVEREUX DRIVE SUITE 103 VIERA FL 32940-7955																																																																									
2. Principal Place of Business 21 8247 Devereux Drive Suite, Apt. #, etc. 22 Suite 103 City & State 23 Melbourne, FL Zip 24 32940		2a. Mailing Address 26 8247 Devereux Drive Suite, Apt. #, etc. 27 Suite 103 City & State 28 Melbourne, FL Zip 29 32940																																																																									
Country 25 Brevard		Country 30 Brevard																																																																									
9. Name and Address of Current Registered Agent ROSE, WALTER T JR 101 NORTH ATLANTIC AVENUE COCOA BEACH FL 32932		10. Name and Address of New Registered Agent 81 Name David E. Mathias 82 Street Address (P.O. Box Number is Not Acceptable) 8249 Devereux Drive 83 84 City Melbourne FL 85 Zip Code 32940																																																																									
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:  David E. Mathias 1/30/97 <small>(NOTE: Registered Agent signature required when reinstating)</small>																																																																											
12. OFFICERS AND DIRECTORS <table border="1"> <tr> <td>TITLE</td> <td>PCEO</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>SEENE, JERRY</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>1310 CHICKESTER STREET</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>ORLANDO FL</td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> </table>				TITLE	PCEO	<input checked="" type="checkbox"/> DELETE	NAME	SEENE, JERRY		STREET ADDRESS	1310 CHICKESTER STREET		CITY-ST-ZIP	ORLANDO FL		TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP														
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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:  Jerry Senne, President 1/29/97 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>																																																																											



CR2E034 (9/96)