FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

FILED
Apr 01 1996 8:00 am
Secretary of State

DOCUMENT # **P95000072057 (9)**

1. Corporation Name
HEALTHPLANS OF AMERICA, INC.

Principal Place of Business
~~2601 S. BAYSHORE DR.~~
~~SUITE 1600~~
~~MIAMI FL 33133~~

Mailing Address
~~2601 S. BAYSHORE DR.~~
~~SUITE 1600~~
~~MIAMI FL 33133~~

2. Principal Place of Business
21 405 Douglas Avenue
Suite, Apt. #, etc.
22 Suite 2305
City & State
23 Altamonte Springs, FL
Zip
24 32714
Country
25 U.S.

2a. Mailing Address
26 405 Douglas Avenue
Suite, Apt. #, etc.
27 Suite 2305
City & State
28 Altamonte Springs, FL
Zip
29 32714
Country
30 U.S.

3. Date Incorporated Or Qualified
09/18/1995

3a. Date of Last Report
None Filed

4. FEI Number
65- 0634762
[ ] 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. The corporation has filed, or is engaged in, or intends to file under s. 199.032, Florida Statutes: [X] Yes [ ] No

9. Name and Address of Current Registered Agent

SPECTOR, RICHARD M
2601 S. BAYSHORE DR.
SUITE 1600
MIAMI FL 33133

10. Name and Address of New Registered Agent

81 Name
Hugh Lichter
82 Street Address (P.O. Box Number is Not Acceptable)
405 Douglas Avenue
83
Suite 2305
84 City
Altamonte Springs, FL
85 Zip Code
32714

11. Pursuant to the provisions of Section 607.0505, 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. The corporation is currently qualified to transact business in Florida. The corporation's registered office and registered agent, after the change, shall be located at the address and be the registered agent as indicated in Section 607.0501, Florida Statutes. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Hugh Lichter 3/27/96
Date

12. OFFICERS AND DIRECTORS

TITLE	D/Chairman/CEO [ ] DELETE
NAME	Binder, Jeffrey I.
STREET ADDRESS	9350 S. Dixie Highway, Ste 1220
CITY, ST, ZIP	Miami, Florida 33156
TITLE	D/P [ ] DELETE
NAME	Lichter, Hugh
STREET ADDRESS	405 Douglas Avenue, Suite 2305
CITY, ST, ZIP	Altamonte Springs, FL 32714
TITLE	D/S/T [ ] DELETE
NAME	Santos, Blanca
STREET ADDRESS	9350 S. Dixie Highway, Ste 1220
CITY, ST, ZIP	Miami, Florida 33156
TITLE	V [ ] DELETE
NAME	Schindler, Lawrence
STREET ADDRESS	405 Douglas Avenue, Suite 2305
CITY, ST, ZIP	Altamonte Springs, FL 32714
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	

13. ADDITION OR CHANGE TO OFFICERS AND DIRECTORS IN 12

TITLE	[ ] Change [ ] Addition
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	[ ] Change [ ] Addition

14. I do hereby certify that the information supplied with this filing, and the fee and tax due, if any, in the amount stated in Section 119.07(3)(o), Florida Statutes. I further certify that the information indicated on the 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 or another individual duly authorized as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 above, or I am a person duly authorized by a majority of the directors.

SIGNATURE: Hugh Lichter 3/27/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date
Hugh Lichter, President
Title

CR2E034 (12/95)