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Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90102 022 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000011329

1. Corporation Name
BEACON HEALTH PLANS, INC.



Principal Place of Business
**2511 PONCE DE LEON BLVD
5TH FLOOR
CORAL GABLES FL 33134
US**

Mailing Address
**PO BOX 14-9080
5TH FLOOR
CORAL GABLES FL 33114-080
US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/31/1996	
21 Suite, Apt. #, etc.		26 P.O. Box 14-9080		4. FEI Number 65-0660578	
22 City & State		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip Country		28 Coral Gables, Florida		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip Country		29 33114-9080 30 USA		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**COBER CORPORATE AGENTS, INC.
2601 SOUTH BAYSHORE DRIVE
19TH FLOOR
MIAMI FL 33133**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	CEO	1.1 TITLE	P/D
NAME	NOONAN, RAYMOND E	1.2 NAME	NOONAN, RAYMOND E.
STREET ADDRESS	2511 PONCE DE LEON BLVD., 5TH FLOOR	1.3 STREET ADDRESS	2503 Sea Island Drive
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	Ft! Lauderdale, Florida 33301
TITLE	CFO	2.1 TITLE	S/T
NAME	YOUNG, FRANK L.	2.2 NAME	YOUNG, FRANK L.
STREET ADDRESS	2511 PONCE DE LEON BLVD, 5TH FLOOR	2.3 STREET ADDRESS	1115 Country Club Prado
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	Coral Gables, Florida 33134
TITLE	VP	3.1 TITLE	D
NAME	PLANA, NESTOR J.	3.2 NAME	PLANA, NESTOR J.
STREET ADDRESS	2511 PONCE DE LEON BLD, 5TH FLOOR	3.3 STREET ADDRESS	1110 Country Club Prado
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	Coral Gables, Florida 33134
TITLE	VPM	4.1 TITLE	V
NAME	BERENGUER, ANA M.	4.2 NAME	BERENGUER, ANA M.
STREET ADDRESS	2511 PONCE DE LEON BLVD, 5TH FLOOR	4.3 STREET ADDRESS	785 Curtiswood
CITY-ST-ZIP	CORAL GABLES FL	4.4 CITY-ST-ZIP	Key Biscayne, Florida 33149
TITLE		5.1 TITLE	V
NAME		5.2 NAME	GONZALEZ, WILFREDO V.
STREET ADDRESS		5.3 STREET ADDRESS	2220 Country Club Prado
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Coral Gables, Florida 33134
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

March 4, 1999 (305) 774-2591

Date

Daytime Phone #

CR2E034 (1/198)