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May 01 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 # F96000006312 (0)

1. Corporation Name
GALLAGHER BENEFIT ADMINISTRATORS, INC.



Principal Place of Business Mailing Address
2 PIERCE PLACE 2 PIERCE PLACE
ITASCA IL 60143 ITASCA IL 60143-1203

3. Date Incorporated or Qualified 12/04/1996
3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 Zip Country 29 Zip Country

4. FEI Number 36-4099199
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

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

VD CLOHERTY, MICHAEL J
2 PIERCE PLACE
ITASCA IL 60143
PD DURKIN, JAMES W JR
2 PIERCE PLACE
ITASCA IL 60143
DC GALLAGHER, J P JR
2 PIERCE PLACE
ITASCA IL 60143
V ROSENGREN, JOHN C
2 PIERCE PLACE
ITASCA IL 60143
V CARAHER, JOHN J
2 PIERCE PLACE
ITASCA IL 60143
V FANSLER, GARY R
2 PIERCE PLACE
ITASCA IL 60143

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

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] REQUIRED

Treasurer 4-21-97 430-773-3800
Date Daytime Phone # 0011166

CR2E034 (9/96)

GALLAGHER BENEFIT ADMINISTRATORS, INC.

Incorporated : Illinois
Date : 03/29/96
% Ownership : Gallagher Bassett Services, Inc.
Federal ID # : 36-4099199

CAPITAL STOCK:

Common

Price/Par Value: \$1.00

Authorized: 1,000

Outstanding: 1,000

DIRECTORS: Currently Authorized: 3

Michael J. Cloherly	Director
James W. Durkin, Jr.	Director
Gary R. Fansler	Director

OFFICERS:

James W. Durkin, Jr.	Chairman
Gary R. Fansler	President
Michael J. Cloherly	Vice President - Finance
John C. Rosengren	Vice President and General Counsel
John J. Caraher	Vice President
David R. Long	Vice President
Mark P. Strauch	Treasurer
David B. Hoch	Controller
Carl E. Fasig	Secretary
Christine D. Greb	Assistant Secretary

Purpose of business:

Third Party Administrator

Primary Address:

Two Pierce Place
Itasca, Illinois 60143-3141