

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

**FILED**  
**May 11 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F96000006312 (0)**  
 1. Corporation Name  
**GALLAGHER BENEFIT ADMINISTRATORS, INC.**



Principal Place of Business <b>2 PIERCE PLACE ITASCA IL 60143</b>	Mailing Address <b>2 PIERCE PLACE ITASCA IL 60143</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> 2. Principal Place of Business	<b>2a.</b> Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>24</b> Country	<b>29</b> Country

<b>3.</b> Date Incorporated or Qualified <b>12/04/1996</b>	
<b>4.</b> FEI Number <b>36-4099199</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**

**CORPORATION SERVICE COMPANY**  
**1201 HAYS STREET**  
**TALLAHASSEE FL 32301-2525**

**10. Name and Address of New Registered Agent**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City
<b>85</b> 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	
TITLE	<input type="checkbox"/> DELETE
NAME	<b>VD CLOHERTY, MICHAEL J</b>
STREET ADDRESS	<b>2 PIERCE PLACE</b>
CITY-ST-ZIP	<b>ITASCA IL 60143</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>CD DURKIN, JAMES W JR</b>
STREET ADDRESS	<b>2 PIERCE PLACE</b>
CITY-ST-ZIP	<b>ITASCA IL</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>V ROSENGREN, JOHN C</b>
STREET ADDRESS	<b>2 PIERCE PLACE</b>
CITY-ST-ZIP	<b>ITASCA IL 60143</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>V CARANER, JOHN J</b>
STREET ADDRESS	<b>2 PIERCE PLACE</b>
CITY-ST-ZIP	<b>ITASCA IL 60143</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>PD FANSLER, GARY R</b>
STREET ADDRESS	<b>2 PIERCE PLACE</b>
CITY-ST-ZIP	<b>ITASCA IL</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1.1 TITLE	
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>TREASURER</b>
6.3 STREET ADDRESS	<b>MARK P. STRAUCH</b>
6.4 CITY-ST-ZIP	<b>TWO PIERCE PLACE</b>
	<b>ITASCA, IL 60143</b>

**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.

**SIGNATURE:** *Mark P. Strauch* **MARK P. STRAUCH** 4-27-98 630-773-3800

CR2E034 (10/97)

**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:**

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

**OFFICERS:**

James W. Durkin, Jr.	Chairman
Gary R. Fansler	President
Michael J. Cloherty	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
Jack H. Lazzaro	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