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Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1997



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

DOCUMENT # K26577 (2)

1. Corporation Name:
ADVANTAGE DENTAL HEALTHPLANS, INC.

Principal Place of Business:

**8100 NO UNIVERSITY DR
 FT. LAUDERDALE FL 33321
 US**

Mailing Address:

**8100 NO UNIVERSITY DR
 FT. LAUDERDALE FL 33321-1717
 US**

2. Principal Place of Business:

21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address:

26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

§. Name and Address of Current Registered Agent

**DONOHO, TIM
 8100 NO UNIVERSITY DR
 FT LAUDERDALE FL 33321**

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 607.05(3) and 607.15(8), 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 607.05(8), Florida Statutes.

SIGNATURE

Signature of person in Block 12 or Block 13 (Type name and title) _____ (Print Name of Agent (signature required) with title) _____

DATE

12. OFFICERS AND DIRECTORS:

TITLE	PSTD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONOHO, TIMOTHY M.	
STREET ADDRESS	8100 NO UNIVERSITY DR	
CITY-ST-ZIP	FT. LAUDERDALE FL	
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12:

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
15 NAME	
16 STREET ADDRESS	
17 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
18 NAME	
19 STREET ADDRESS	
20 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
21 NAME	
22 STREET ADDRESS	
23 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
24 NAME	
25 STREET ADDRESS	
26 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
27 NAME	
28 STREET ADDRESS	
29 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
30 NAME	
31 STREET ADDRESS	
32 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify the information supplied with this filing does not qualify for the exemption stated in Section 419.07(3)(c), 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 this corporation; and that I am authorized to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this filing, and is accompanied with an address.

SIGNATURE: *[Signature]* DATE: *4/17/97*

CR2E034 (9/96)