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May 06, 1999 8:00 am
Secretary of State

05-06-1999 90124 013 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # K26577

1. Corporation Name
SAFEGUARD HEALTH PLANS, INC.



Principal Place of Business Mailing Address
 8100 NO UNIVERSITY DR 8100 NO UNIVERSITY DR
 FT. LAUDERDALE FL 33321 FT. LAUDERDALE FL 33321
 US US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/20/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0073323	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip Country	28	Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	25	29	30	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				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAILEYS, S J	1.2 NAME	
STREET ADDRESS	505 N EUCLID ST	1.3 STREET ADDRESS	95 ENTERPRISE
CITY-ST-ZIP	ANAHEIM CA 92801	1.4 CITY-ST-ZIP	ALISO VIEJO, CA 92656
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COX, J E	2.2 NAME	
STREET ADDRESS	505 N EUCLID ST	2.3 STREET ADDRESS	95 ENTERPRISE
CITY-ST-ZIP	ANAHEIM CA 92801	2.4 CITY-ST-ZIP	ALISO VIEJO, CA 92656
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRENDZEL, R I	3.2 NAME	
STREET ADDRESS	505 N EUCLID ST	3.3 STREET ADDRESS	95 ENTERPRISE
CITY-ST-ZIP	ANAHEIM CA 92801	3.4 CITY-ST-ZIP	ALISO VIEJO, CA 92656
TITLE	T <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TEKULVE, T C	4.2 NAME	RONALD I. BRENDZEL
STREET ADDRESS	505 N EUCLID ST	4.3 STREET ADDRESS	95 ENTERPRISE
CITY-ST-ZIP	ANAHEIM CA 92801	4.4 CITY-ST-ZIP	ALISO VIEJO, CA 92656
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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:  **RONALD I. BRENDZEL, SECRETARY** 4/27/99 425.4110
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)