

No. C 130054	Due no later than Aug 31, 2001 Annual Report Form 1. Mailing Address - Correct in this box, if applicable HEALTH VALUE MANAGEMENT, INC. PO BOX 740026 LOUISVILLE, KY 04201 7426		2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPANY 1401 SHORELINE DR STE 2 BOISE, ID 83702
NO FILING FEE IF RECEIVED BY DUE DATE	3. <u>New</u> Registered Agent Signature		

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
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See attached Schedule

5. Organized Under the Laws of:	6. Signature <i>George Bauernfund</i> Date <u>6/11/01</u> Name ^(Typed or Printed) <u>George Bauernfund</u> Title <u>VP-Tax</u>		
DELAWARE C 130054			

Issued 06/01/2001

Do Not Tape or Staple

March 1, 2001

**OFFICERS AND DIRECTORS
OF
HEALTH VALUE MANAGEMENT, INC.**

*Michael B. McCallister	Chairman	500 West Main Street Louisville, KY 40202
James H. Bloem	Senior Vice President and Chief Financial Officer	"
Bruce D. Perkins	President	"
Thomas J. Liston	Senior Vice President	"
Jonathan T. Lord, M.D.	Senior Vice President	"
George G. Bauernfeind	Vice President	"
John Bertko	Vice President (Chief Actuary)	"
Benton V. Davis	Vice President	"
Brett J. McIntyre	Vice President and Treasurer	"
Walter E. Neely	Vice President, Associate General Counsel Assistant Secretary	"
Kathleen Pellegrino	Vice President and Assistant Secretary	"
Joan O. Lenahan	Secretary	"
*Kenneth J. Fasola		
*James E. Murray		

* Directors