

<b>No. C 130054</b> Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF          RECEIVED BY DUE DATE</b>	<b>Due no later than Aug 31, 2000          Annual Report Form</b>  <b>HEALTH VALUE MANAGEMENT, INC</b> 608 W MAIN ST P.O. Box 740026 LOUISVILLE, KY 40202 40201-7426	<b>2. Registered Agent and Office NO PO BOX</b> CORPORATION SERVICE COMPAN 1401 SHORELINE DR STE 2 BOISE, ID 83702  <b>3. New Registered Agent Signature</b>												
<b>4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.</b> <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;"><i>See Attached Schedule</i></td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	<i>See Attached Schedule</i>					
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<i>See Attached Schedule</i>														
<b>5. Organized Under the Laws of:</b>  DELAWARE C 130054	<b>6. Signature</b> <i>George Baucsfeld</i> <b>Name</b> <i>George Baucsfeld</i>	<b>Date</b> <i>11/13/00</i> <b>Title:</b> <del>X</del> <i>Vice President</i>												

Issued 11/13/2000

Do Not Tape or Staple

July 13, 2000

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

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STATE OF IDAHO

\*Michael B. McCallister

President and Chief  
Executive Officer

The Humana Building  
500 West Main Street  
Louisville, KY 40202

Thomas J. Liston

Senior Vice President

"

Jonathan T. Lord, M.D.

Senior Vice President

"

Sheri E. Mitchell

Senior Vice President

"

Bruce D. Perkins

Senior Vice President

"

George G. Bauernfeind

Vice President

"

John Bertko

Vice President (Chief Actuary)

"

Brett J. McIntyre

Vice President and Treasurer

"

Walter E. Neely

Vice President, Associate General Counsel  
Assistant Secretary

"

Kathleen Pellegrino

Vice President and Assistant Secretary

"

L. Bryan Shaul

Vice President - Finance

"

Joan O. Lenahan

Secretary

"

\*Kenneth J. Fasola

\*James E. Murray

\* Directors