

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

FILED
Jun 19 1996 8:00 am
Secretary of State

DOCUMENT # F92000000792 (3)

1. Corporation Name

GROUP PLAN CLINIC, INC.



Principal Place of Business

1775 ST. JAMES PLACE
SUITE 200
HOUSTON TX 77056

Mailing Address

1775 ST. JAMES PLACE
SUITE 200
HOUSTON TX 77056

3. Date Incorporated or Qualified 12/03/1992	3a. Date of Last Report 04/18/1995
4. FET Number 74-2017248	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324**

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0507 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

Signature of Registered Agent

State Corporate Tax Identification Number

DATE

12. OFFICERS AND DIRECTORS		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD CONSIDINE, JAMES F 1775 ST. JAMES PLACE, STE. 200 HOUSTON TX 77056	<input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V SMITH, JOSEPH V 1775 ST. JAMES PLACE, STE. 200 HOUSTON TX	<input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS STELL, DONNA 1775 ST. JAMES PLACE, SUITE 200 HOUSTON TX	<input checked="" type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T CHARLESON, DONNA 1775 ST. JAMES PLACE, STE. 200 HOUSTON TX	<input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CD WAXMAN, ALBERT S ONE MAYNARD DR PARK RIDGE NJ	<input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VD HALPER, ARTHUR H ONE MAYNARD DR PARK RIDGE NJ	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1. TITLE 2. NAME 3. STREET ADDRESS 4. CITY - ST - ZIP	(Please also see attached list for additional officers and directors.)	
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *Donna J. Charleson* Donna J. Charleson
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/21/96 (713)871-0821
DATE OF FILING FEE

CR2E034 (12/95)

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GROUP PLAN CLINIC, INC.

Director and Chairman of the Board

**Albert S. Waxman
1 Maynard Drive
Park Ridge, NJ 07656**

Director and President

**James F. Considine
1775 St. James Place, Suite 200
Houston, TX 77056-3401**

Director and Executive Vice President and Chief Financial Officer

**Arthur H. Halper
1 Maynard Drive
Park Ridge, NJ 07656**

Director

**Richard C. Surles
1 Maynard Drive
Park Ridge, NJ 07656**

Director and Executive Vice President, General Counsel, and Assistant Secretary

**Michael G. Lenahan
1 Maynard Drive
Park Ridge, NJ 07656**

Executive Vice President and Chief Operating Officer

**Joseph V. Smith
1775 St. James Place, Suite 200
Houston, TX 77056-3401**

Vice President

**Dennis J. Lazaroff
13736 Riverport Drive
Maryland Heights, MO 63043**

Controller/Treasurer

**Donna J. Charleson
1775 St. James Place, Suite 200
Houston, TX 77056-3401**

Director, Provider Relations and Secretary

**Cheri Mills
1775 St. James Place, Suite 200
Houston, TX 77056-3401**