

**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:  **\$8.75 Additional Fee Required**  
6. Election Campaign Financing Trust Fund Contribution:  **\$5.00 May Be Added to Fees**  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

2. Principal Place of Business:  
21. Suite, Apt. #, etc.  
22. City & State  
23. Zip  
24. Country  
25. Country  
26. Mailing Address:  
27. Suite, Apt. #, etc.  
28. City & State  
29. Zip  
30. Country

9. Name and Address of Current Registered Agent  
**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND RD.  
PLANTATION FL 33324**

10. Name and Address of New Registered Agent  
B1. Name  
B2. Street Address (P.O. Box Number is Not Acceptable)  
B3.  
B4. City  
B5. Zip Code: **FL**

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: \_\_\_\_\_ DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change  Addition

(Please also see attached list for additional officers and directors.)

1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2. NAME	
3. STREET ADDRESS	
4. CITY-ST-ZIP	
5. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6. NAME	
7. STREET ADDRESS	
8. CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
9. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
10. NAME	
11. STREET ADDRESS	
12. CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
14. NAME	
15. STREET ADDRESS	
16. 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** **5/21/96** **(713)871-0821**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)

F92000000792

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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**