

***FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

FILED
Jun 10 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F 92000000792
 1. Corporation Name
GROUP PLAN CLINIC, INC.

Principal Place of Business 24 Greenway Plaza Suite 725 Houston, TX 77046	Mailing Address 400 Oyster Point Blvd. Suite 306 South San Francisco, CA 94080 Attn: Penny Blensdorf
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country
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3. Date Incorporated or Qualified 12/03/92	3a. Date of Last Report 4/1996
4. FEI Number 74-2017248	Applied For <input type="checkbox"/> 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	

9. Name and Address of Current Registered Agent
**CT Corporation System
 1200 South Pine Island Road
 Plantation, FL 33324**

10. Name and Address of New Registered Agent

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

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

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

Handwritten signature and date: 5/6/97

500002211275
-06/13/97--01034--004
*****550.00**

14. I do 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

SIGNATURE: Donna Charleson **Donna Charleson** 5/13/97 **713-871-0821**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (9/96)

Group Plan Clinic, Inc.

Directors and Officers

Director

- James F. Considine 24 Greenway Plaza, Suite 725, Houston, TX 77046

Director

Arthur H. Halper One Maynard Drive, Park Ridge, NJ 07656

Director

Michael G. Lenahan One Maynard Drive, Park Ridge, NJ 07656

Director

Dennis P. Moody 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Director

Richard C. Surlis One Maynard Drive, Park Ridge, NJ 07656

Director

Albert S. Waxman One Maynard Drive, Park Ridge, NJ 07656

- **Chairman of the Board**

Albert S. Waxman One Maynard Drive, Park Ridge, NJ 07656

- **President and Chief Executive Officer**

James F. Considine 24 Greenway Plaza, Suite 725, Houston, TX 77046

- **Executive Vice President and Chief Financial Officer**

Arthur H. Halper One Maynard Drive, Park Ridge, NJ 07656

- **Executive Vice President and Chief Operating Officer**

Joseph V. Smith 24 Greenway Plaza, Suite 725, Houston, TX 77046

Executive Vice President, General Counsel and Assistant Secretary

Michael G. Lenahan One Maynard Drive, Park Ridge, NJ 07656

Vice President

Dennis J. Lazaroff 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

- **Controller/Treasurer**

Donna J. Charleson 24 Greenway Plaza, Suite 725, Houston, TX 77046

Director, Provider Relations and Secretary

Cheri Mills 24 Greenway Plaza, Suite 725, Houston, TX 77046