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Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000792 (3)
 1. Corporation Name
GROUP PLAN CLINIC, INC.



Principal Place of Business 24 GREENWAY PLAZA SUITE 725 HOUSTON TX 77048	Mailing Address ATTN: PENNY BLENSDORF 400 OYSTER POINT BLVD. SOUTH SAN FRANCISCO CA 94080
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. 3914 PEACHTREE RD, NE
22. City & State	27. SUITE 1400
23. Zip	28. ATLANTA GA
24. Country	29. 30326
25. Country	30. US

3. Date Incorporated or Qualified 12/03/1992	
4. FEI Number 74-2017248	Applied For Not Applicable
5. Certificate of Status Desired <input 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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	PCEO <input type="checkbox"/> DELETE
NAME	CONSIDINE, JAMES F
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725
CITY-ST-ZIP	HOUSTON TX 77048
TITLE	EVPF <input type="checkbox"/> DELETE
NAME	SMITH, JOSEPH V
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725
CITY-ST-ZIP	HOUSTON TX 77048
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	SURLES, RICHARD C
STREET ADDRESS	1 MAYNARD DRIVE
CITY-ST-ZIP	PARK RIDGE NJ
TITLE	CT <input type="checkbox"/> DELETE
NAME	CHARLESON, DONNA
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725
CITY-ST-ZIP	HOUSTON TX 77048
TITLE	COB <input checked="" type="checkbox"/> DELETE
NAME	WAXMAN, ALBERT S
STREET ADDRESS	ONE MAYNARD DR
CITY-ST-ZIP	PARK RIDGE NJ
TITLE	EVPF <input checked="" 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	
1.1 TITLE	P/CEO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	CONSIDINE, JAMES F
1.3 STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725
1.4 CITY-ST-ZIP	HOUSTON TX 77048
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	D/V/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	SANFORD, CHARLOTTE A
3.3 STREET ADDRESS	3914 PEACHTREE RD, NE, SUITE 1400
3.4 CITY-ST-ZIP	ATLANTA GA 30326
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	D/V/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	BEDENBAUGH, JAMES R,
5.3 STREET ADDRESS	3914 PEACHTREE RD, NE, SUITE 1400
5.4 CITY-ST-ZIP	ATLANTA GA 30326
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	FUZZELL, CHERIE
6.3 STREET ADDRESS	3914 PEACHTREE RD, NE, SUITE 1400
6.4 CITY-ST-ZIP	ATLANTA GA 30326

14. I 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: *[Signature]* CHARLOTTE A. SANFORD
 VICEPRESIDENT 4/9/98 (401) 814-9200

CR2E034 (10/97)

GROUP PLAN CLINIC, INC.

ADDITIONAL DIRECTORS & OFFICERS

Dennis P. Moody **Director**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Dennis J. Lazaroff **Vice President**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Cheri Mills **Director, Provider Relations; Secretary**
Business: One Maynard Drive, Park Ridge, NJ 07656

Michelle H. Ancosky **Assistant Secretary**
Business: 3414 Peachtree Road, NE, Suite 1400, Atlanta, GA 30326

Marian Lang **Assistant Secretary**
Business: 3414 Peachtree Road, NE, Suite 1400, Atlanta, GA 30326