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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F92000000792

1. Corporation Name
GROUP PLAN CLINIC, INC.

Principal Place of Business

24 GREENWAY PLAZA
SUITE 725
HOUSTON TX 77046

Mailing Address

ATTN: MICHELLE ANCOSKY
P.O. BOX 209
MACON GA 31202
US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/03/1992

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 6950 COLUMBIA GATEWAY DR
Suite, Apt. #, etc.

27 SUITE 400

28 City & State

28 COLUMBIA MD

29 Zip

30 Country

29 21096 30 USA

4. FEI Number

74-2017248

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input checked="" type="checkbox"/> DELETE
NAME	CONSIDINE, JAMES F	
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	EVCF	<input type="checkbox"/> DELETE
NAME	SMITH, JOSEPH V	
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	DVT	<input type="checkbox"/> DELETE
NAME	SANFORD, CHARLOTTE A.	
STREET ADDRESS	3414 PEACHTREE ROAD N.E., SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30326	
TITLE	CT	<input type="checkbox"/> DELETE
NAME	CHARLESON, DONNA	
STREET ADDRESS	24 GREENWAY PLAZA, SUITE 725	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	DAS	<input type="checkbox"/> DELETE
NAME	BEDENBAUGH, JAMES R.	
STREET ADDRESS	3414 PEACHTREE ROAD N.E., SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30326	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	FUZZELL, CHERIE	
STREET ADDRESS	3414 PEACHTREE ROAD N.E., SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30326	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ANCOSKY, MICHELLE H	
1.3 STREET ADDRESS	3414 PEACHTREE ROAD, N.E., SUITE 1400	
1.4 CITY-ST-ZIP	ATLANTA, GA 30326	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	LANG, MARIAN	
6.3 STREET ADDRESS	3414 PEACHTREE ROAD, 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, with all other like empowered.

SIGNATURE: Michelle H. Ancosky
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/7/99
Date

(904)891-9200
Daytime Phone #

CR2E034 (1/198)

Doc# J92000000792
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GROUP PLAN CLINIC, INC.

ADDITIONAL OFFICERS

NAME	TITLE	ADDRESS
Dennis P. Moody	Director	13736 Riverport Drive, Suite 400 Maryland Heights, MO 63043
Joseph V. Smith	Executive Vice President; Chief Operatin Officer	24 Greenway Plaza, Suite 700 Houston, TX 77046
Dennis J. Lazaroff	Vice President	13736 Riverport Drive, Suite 400 Maryland Heights, MO 63043
Cheryl Mills	Secretary	24 Greenway Plaza, Suite 700 Houston, TX 77046