

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

PROFIT CORPORATION
ANNUAL REPORT
1996



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

FILED
May 02 1996 8:00 am
Secretary of State

DOCUMENT # F94000005662 (1)

1. Corporation Name

QUANTUM DISEASE MANAGEMENT, INC.



Principal Place of Business	Mailing Address
9100 KEYSTONE CROSSING WAY SUITE 500 INDIANAPOLIS IN 46240 US	9100 KEYSTONE CROSSING WAY SUITE 500 INDIANAPOLIS IN 46240 US

3. Date Incorporated or Qualified 11/01/1994	3a. Date of Last Report 05/01/1995
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2. Principal Place of Business	2a. Mailing Address
21 310 EAST 96TH STREET, Suite, Apt. #, etc.	26 310 EAST 96TH STREET, Suite, Apt. #, etc.
22 SUITE 300 City & State	27 SUITE 300 City & State
23 INDIANAPOLIS, IN	28 INDIANAPOLIS, IN
24 46240 Zip	29 46240 Zip
25 U.S. Country	30 U.S. Country

4. FEI Number 35-1933383	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
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 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

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	STICKNEY, DOUGLAS H	
STREET ADDRESS	6666 E. 75TH ST., #310	
CITY-ST-ZIP	INDIANAPOLIS IN 46250	
TITLE	CPD	<input checked="" type="checkbox"/> DELETE
NAME	DESTEFANIS, JOHN M	
STREET ADDRESS	6666 E. 75TH ST., #310	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ERRA, ROBERT J	
STREET ADDRESS	608 2ND AVE. SOUTH	
CITY-ST-ZIP	MINNEAPOLIS MN 55402	
TITLE	D	<input type="checkbox"/> DELETE
NAME	EPSTEIN, STEVEN B	
STREET ADDRESS	1227 25TH ST. NW	
CITY-ST-ZIP	WASHINGTON DC 20037-1156	
TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	FROSHEISER, THOMAS	
STREET ADDRESS	6666 E. 75TH ST., #310	
CITY-ST-ZIP	INDIANAPOLIS IN 46250	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change: <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	310 E. 96TH ST., SUITE 300
1.4 CITY-ST-ZIP	INDIANAPOLIS, IN 46240
2.1 TITLE	<input type="checkbox"/> Change: <input checked="" type="checkbox"/> Addition
2.2 NAME	VICE-PRESIDENT
2.3 STREET ADDRESS	MICHAEL ELLIS
2.4 CITY-ST-ZIP	310 E. 96TH ST., SUITE 300
3.1 TITLE	<input type="checkbox"/> Change: <input type="checkbox"/> Addition
3.2 NAME	600001806116
3.3 STREET ADDRESS	-05/03/96--01016--010
3.4 CITY-ST-ZIP	***200.00
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 checked="" type="checkbox"/> Addition
5.2 NAME	SECRETARY
5.3 STREET ADDRESS	JOHN C. McILWRAITH
5.4 CITY-ST-ZIP	310 E. 96TH ST., SUITE 300
6.1 TITLE	<input type="checkbox"/> Change: <input checked="" type="checkbox"/> Addition
6.2 NAME	TREASURER/CHIEF FINANCIAL OFFICER
6.3 STREET ADDRESS	KEITH T. COLEMAN
6.4 CITY-ST-ZIP	310 E. 96TH ST., SUITE 300

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption under Section 607.030(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: _____ DATE: 4/24/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR .034 (12/95)

4/24/96

EXHIBIT A

The pharmacy is owned by Quantum Health Resources, a California corporation, that is wholly owned by Quantum Health Resources, Inc., a publicly-traded corporation. Quantum Health Resources and Quantum Health Resources, Inc. principal executive offices are located at 9100 Keystone Crossing, Suite 500, Indianapolis, Indiana 46240, and their elected Officers and Directors are as follows:

OFFICERS

QUANTUM HEALTH RESOURCES, INC.

QUANTUM HEALTH RESOURCES

Douglas H. Stickney	<i>Chairman, President and Chief Executive Officer</i>	Douglas H. Stickney	<i>Chairman of the Board and President</i>
Keith T. Coleman	<i>Senior Vice President, Chief Financial Officer and Treasurer</i>	Michael Ellis	<i>Senior Vice President, Field Operations</i>
Thomas M. Halstead	<i>Senior Vice President, New Business Development</i>	Keith T. Coleman	<i>Treasurer and Assistant Secretary</i>
John C. McIlwraith	<i>Senior Vice President, Strategic Planning, General Counsel and Secretary</i>	John C. McIlwraith	<i>Secretary</i>
William C. Reed	<i>Senior Vice President and Chief Information Officer</i>		
John K. Fielder	<i>Vice President, Marketing and Corporate Communications</i>		
Timothy P. Zingraf	<i>Vice President, Chief Accounting Officer and Assistant Secretary</i>		

BOARD OF DIRECTORS

Steven B. Epstein	Antone J. Lazos	Steven B. Epstein	Antone J. Lazos
Epstein Becker & Green 1227-25 Street NW, Suite 700 Washington, DC 20037	Impact Solutions/ 3625 Ruffin Road, Suite 200 San Diego, CA 92123	Epstein Becker & Green 1227-25 Street NW, Suite 700 Washington, DC 20037	Impact Solutions 3625 Ruffin Road, Suite 200 San Diego, CA 92123
Robert J. Erra	Donald L. Lucas	Robert J. Erra	Donald L. Lucas
MCG/Healthcare 608 Second Avenue South Suite 370 Minneapolis, MN 55402	Sand Hill Investments 3000 Sand Hill Road Building #3 Menlo Park, CA 94025	MCG/Healthcare 608 Second Avenue South Suite 370 Minneapolis, MN 55402	Sand Hill Investments 3000 Sand Hill Road Building #3 Menlo Park, CA 94025
Wallace R. Hawley	Douglas H. Stickney	Wallace R. Hawley	Douglas H. Stickney
InterWest Partners 3000 Sand Hill Road Building #3, Suite 255 Menlo Park, CA 94025	Quantum Health Resources 9100 Keystone Crossing Suite 500 Indianapolis, IN 46240	InterWest Partners 3000 Sand Hill Road Building #3, Suite 255 Menlo Park, CA 94025	Quantum Health Resources 9100 Keystone Crossing Suite 500 Indianapolis, IN 46240