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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P06453 (5)

1. Corporation Name

PCS HEALTH SYSTEMS, INC.



Principal Place of Business

LILLY CORPORATE CENTER
INDIANAPOLIS IN 46285
US

Mailing Address

~~ATTN: CORRAINE E. PEETZ~~
~~ONE POST STREET FLOOR~~
~~SAN FRANCISCO CA 94104~~

2. Principal Place of Business

2a. Mailing Address

21 9501 E. Shea Blvd.

26 9501 E. Shea Blvd.

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

23 City & State

28 City & State

Scottsdale, AZ

Scottsdale, AZ

24 Zip

25 Country

85260

USA

29 Zip

30 Country

85260

USA

9. Name and Address of Current 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)

110 N. Magnolia Street

83

84 City

Tallahassee

FL

85 Zip Code

32301

11. Pursuant to the provisions of Sections 607.0502 and 607.1504, 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 of person or persons authorized to sign this statement

Printed Name and Address of person or persons authorized to sign this statement

Date

12. OFFICERS AND DIRECTORS

TITLE	P	☒ DELETE
NAME	DANIELS, MITCHELL E.	
STREET ADDRESS	LILLY CORPORATE CENTER	
CITY-STATE-ZIP	INDIANAPOLIS IN	
TITLE	T	☐ DELETE
NAME	GARRITY, THOMAS J.	
STREET ADDRESS	9501 E SHEA BLVD	
CITY-STATE-ZIP	SCOTTSDALE AZ	
TITLE	S	☒ DELETE
NAME	PINKSTON, ARNOLD	
STREET ADDRESS	9501 E. SHEA BLVD.	
CITY-STATE-ZIP	SCOTTSDALE AZ	
TITLE	D	☒ DELETE
NAME	HUNT, MICHAEL S.	
STREET ADDRESS	LILLY CORPORATE CENTER	
CITY-STATE-ZIP	INDIANAPOLIS IN	
TITLE	D	☐ DELETE
NAME	TAUREL, SIDNEY	
STREET ADDRESS	LILLY CORPORATE CENTER	
CITY-STATE-ZIP	INDIANAPOLIS IN	
TITLE	D	☒ DELETE
NAME	DAVID E. MCDOWELL	
STREET ADDRESS	ONE POST ST	
CITY-STATE-ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	Director	☒ Change ☐ Addition
2. NAME	Daniels, Mitchell E.	
3. STREET ADDRESS	Lilly Corporate Center	
4. CITY-STATE-ZIP	Indianapolis, IN 46285	☐ Change ☒ Addition
5. TITLE	President	
6. NAME	Geringer, Steve I.	
7. STREET ADDRESS	9501 E. Shea Blvd.	
8. CITY-STATE-ZIP	Scottsdale, AZ	☐ Change ☒ Addition
9. TITLE	Secretary	
10. NAME	Banta, Paul F.	
11. STREET ADDRESS	9501 E. Shea Blvd.	
12. CITY-STATE-ZIP	Scottsdale, AZ 85260	☐ Change ☐ Addition
13. TITLE	**See attached list of additional Officers	
14. NAME		☐ Change ☐ Addition
15. STREET ADDRESS		
16. CITY-STATE-ZIP		☐ Change ☐ Addition
17. TITLE		
18. NAME		☐ Change ☐ Addition
19. STREET ADDRESS		
20. CITY-STATE-ZIP		

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)(b), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Paul F. Banta, Secretary

6/20/96

(602) 391-4600

Office Phone

CR2E034 (12/95)

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PCS HEALTH SYSTEMS, INC.
9501 E. Shea Boulevard
Scottsdale, AZ 85260

LIST OF OFFICERS & DIRECTORS

Officers

<u>Name</u>	<u>Office(s)</u>
Steven Geringer	President and Chief Executive Officer
Jean-Pierre Millon	Chief Operating Officer
Robert Ashworth	Executive Vice President and Chief Information Officer
Elizabeth Dichter	Executive Vice President
Thomas Garrity	Executive Vice President, Chief Financial Officer and Treasurer
John Voris	Executive Vice President
Irving Schauer	Senior Vice President
David Teckman	Senior Vice President
Ken Zadoorian	Senior Vice President
Wilbur ("Bud") Pittinger	Senior Vice President
Arnold Pinkston	Vice President and General Counsel
Jeff Sanders	Vice President
John Swartz	Vice President
Peter Connolly	Assistant Treasurer and Controller
Michael Mavrogordato	Assistant Treasurer
Paul Banta	Secretary
Susan de Mars	Assistant Secretary

Directors

<u>Name</u>	<u>Address</u>
Mitchell E. Daniels, Jr.	Lilly Corporate Center, Indianapolis, IN 46285
Steven I. Geringer	9501 East Shea Boulevard, Scottsdale, AZ 85260
Sidney Taurel	Lilly Corporate Center, Indianapolis, IN 46285