

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

FILED
May 18 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 # 855655 (7)
1. Corporation Name
PRUDENTIAL HEALTH CARE PLAN, INC.



Principal Place of Business 56 N LIVINGSTON AVE. STOP 418-PHG-HO ROSELAND NJ 07068-1733	Mailing Address 56 N LIVINGSTON AVE. STOP 418-PHG-HO ROSELAND NJ 07068-1733
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/28/1983	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 74-1844335		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
24 Country	29 Country	30		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

CROOKS, ANDREW D.
2301 LUCIEN WAY #230
MAITLAND FL 32751

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 date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC RIVERS, RICHARD F 1025 WILSON GLEN ROAD ROSEWELL GA 30075	1.1 TITLE	P Cassity, James W. 3 Greenway Plaza Houston, TX 77046
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D MOORE, CAROL ANN PINS 6714 REDDING RD. HOUSTON TX 77038	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V C ALEXANDER, WILLIAM D 56 N. LIVINGSTON ROAD ROSELAND NJ 07068	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	T LEE, JOANNE B 120 BUCKINGHAM RD UPPER MONTCLAIR NJ 07043	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	S VEAZEY-WATSON, CHRYSAL 69 ORTON ROAD WEST CALDWELL NJ 07006	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D BECKER, GEORGE HENRY JR. 19 MANCHESTER COURT MORRISTOWN NJ 07960	6.1 TITLE	DC Scott, Gregory W. 56 Livingston Avenue Roseland, NJ 07068
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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



Chrystal Veazey-Watson
Secretary

4/30/98 (973) 716-1153

CR2E034 (10/97)

PRUDENTIAL HEALTH CARE PLAN, INC.
BOARD OF DIRECTORS AND OFFICERS LIST
As of 4/30/98

DIRECTORS

TITLE	NAME	ADDRESS
Chairman	Gregory Winfield Scott	56 Livingston Ave. Roseland, NJ 07068
Board Member	Edward Paul Baird	56 Livingston Ave. Roseland, NJ 07068
Board Member	Michael Richard Henderson	56 Livingston Avenue Roseland, NJ 07068
Board Member	Rene Lerer, M.D.	56 Livingston Ave. Roseland, NJ 07068
Board Member	Stephen Charles McCarthy	Oklahoma Turf & Irrigation, Inc. 5443 So. 108 East Avenue, Suite 190 Tulsa, OK 74146
Board Member	Carolann Pinson Moore	6714 Redding Rd. Houston, TX 77036

OFFICERS

NAME	TITLE	ADDRESS
President	James William Cassity	3 Greenway Plaza Houston, TX 77046
Senior Vice President, Comptroller	William Don Alexander	56 Livingston Ave. Roseland, NJ 07068
Senior Vice President	Patrick J. Geraghty	2859 Paces Ferry Rd., Suite 301 Atlanta, GA 30339
Senior Vice President	Michael Richard Henderson	56 Livingston Ave. Roseland, NJ 07068
Senior Vice President	Anthony M. Kotin, M.D.	233 S. Wacker Dr., Suite 3950 Chicago, IL 60606

PRUDENTIAL HEALTH CARE PLAN, INC.
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As of 4/30/98

Senior Vice President	Rene Lerer, M.D.	56 Livingston Ave. Roseland, NJ 07068
Senior Vice President	Alan Jay Silverstone	1420 Spring Hill Rd., Suite 155 McLean, VA 22102
Senior Vice President	Cora Tellez	5800 Canoga Ave. Woodland Hills, CA 91367-6699
Secretary	Chrystal Veazey-Watson	69 Orton Road West Caldwell, NJ 07006
Treasurer	Joanne M. Brown Lee	120 Buckingham Rd. Upper Montclair, NJ 07043
Vice President	Margaret B. Austin	56 Livingston Ave. Roseland, NJ 07068
Vice President	Tracy Baker	400 Keisler Drive Cary, NC 27511
Vice President	Kenneth Bates	56 Livingston Ave. Roseland, NJ 07068
Vice President	Tara Broderick	1301 East 9 th St., 15 th Fl. Cleveland, OH 44114
Vice President	Andrew David Crooks	2301 Lucien Way, Suite 230 Maitland, FL 32751
Vice President	Karen A. Domb	2859 Paces Ferry Rd., Suite 301 Atlanta, GA 30339
Vice President	Mark Joseph Donahue	4643 S. Ulster St., #1000 Denver, CO 80237
Vice President	Dennis E. Edmonds	3 Greenway Plaza Houston, TX 77046
Vice President	Michael A. Graham	485 Metro Place South Dublin, OH 43017

PRUDENTIAL HEALTH CARE PLAN, INC.
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As of 4/30/98

Vice President	Gail T. Grossmann	200 Wood Avenue South Iselin, NJ 08830
Vice President	Gary Carson Hawkins	3330 NW 56 th , Suite 500 Oklahoma City, OK 73112
Vice President	Russell Kent Hill	300 E. Main, Suite 924 El Paso, TX 79901
Vice President	Judi Irving	5800 Canoga Ave. Woodland Hills, CA 91367
Vice President	Kenneth W. Janda	3 Greenway Plaza Houston, TX 77046
Vice President	Diana G. Kennedy	2859 Paces Ferry Rd., Suite 900 Atlanta, GA 30339
Vice President	Alvin B. King	2620 Thousand Oaks Boulevard Memphis, TN 38118
Vice President	Clarence Carleton King, II	4100 Alpha Road, Suite 400 Dallas, TX 75244-4327
Vice President	Nancy K. Lashutka	1420 Spring Hill Rd., Suite 155 McLean, VA 22102
Vice President	Victor Lazzaro, Jr.	3 Greenway Plaza Houston, TX 77046
Vice President	Harvey Francis Ludlam	2859 Paces Ferry Rd., Suite 900 Atlanta, GA 30339
Vice President	Lynne D. McKirdy	Chevy Chase 1 Chevy Chase Dr., Suite 500 Austin, TX 78752
Vice President	James McNaughton	4005 NW Expressway, Suite 300 Oklahoma City, OK 73116
Vice President	Joseph John McTighe	2859 Paces Ferry Rd., Suite 900 Atlanta, GA 30339

PRUDENTIAL HEALTH CARE PLAN, INC.
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Vice President	James M. Mench	56 Livingston Ave. Roseland, NJ 07068
Vice President	Cynthia Ann Patella	3 Greenway Plaza Houston, TX 77046
Vice President	Ann Louise Paul	7912 E. 31 st Court, Suite 300 Tulsa, OK 74145
Vice President	Eric Schultz	227 French Landing Dr., Suite 300 Nashville, TN 37228
Vice President	Robert Lee Smith, Jr.	40 NE Loop 410, Suite 600 San Antonio, TX 78216
Vice President	F. Kevin Tylus	200 Wood Avenue South Iselin, NJ 08830
Vice President	Norine Yukon	10800 Financial Centre Parkway Little Rock, AR 72211
Assistant Vice President	Debra Jean Gallico	200 Wood Avenue South Iselin, NJ 08830
Assistant Vice President	Michael James Guancione	200 Wood Avenue South Iselin, NJ 08830
Assistant Vice President	Robert William Moos	213 Washington St. Newark, NJ 07102-3777
Assistant Vice President	Janice Fong Pavlou	213 Washington St. Newark, NJ 07102-3777
Assistant Comptroller	Elaine Mary Green	56 Livingston Ave. Roseland, NJ 07068
Assistant Comptroller	Eileen Hopton	56 Livingston Ave. Roseland, NJ 07068
Assistant Comptroller	James M. Mench	56 Livingston Ave. Roseland, NJ 07068
Assistant	Theresa Pappan	56 Livingston Ave.

PRUDENTIAL HEALTH CARE PLAN, INC.
BOARD OF DIRECTORS AND OFFICERS LIST

As of 4/30/98

Comptroller		Roseland, NJ 07068
Assistant Secretary	Willard Vincent Barksdale	2701 Coltsgate Road, Suite 100 Charlotte, NC 28211
Assistant Secretary	Keith W. Coleman	200 Wood Avenue South Iselin, NJ 08830
Assistant Secretary	Nancy Ann Cudahy	3 Greenway Plaza Houston, TX 77046
Assistant Secretary	John Emile Girard	5800 Canoga Ave. Woodland Hills, CA 91367-6699
Assistant Secretary	Patrick Frances Gleason	56 Livingston Ave. Roseland, NJ 07068
Assistant Secretary	Sanford Delaney Howie	5800 Canoga Ave. Woodland Hills, CA 91367-6699
Assistant Secretary	Jim Christian Jarchow	3 Greenway Plaza Houston, TX 77046
Assistant Secretary	Karen M. Keenan	5800 Canoga Ave. Woodland Hills, CA 91367-6699
Assistant Secretary	Andrea Thomas Merrick	250 Gibraltar Rd., 4D Law Horsham, PA 19044
Assistant Secretary	Mary Jean Miller	3 Greenway Plaza Houston, TX 77046
Assistant Secretary	Kathleen Moyer	1201 New Hill Rd. Linwood, NJ 08221
Assistant Secretary	Christine Nelson	56 Livingston Ave. Roseland, NJ 07068
Assistant Secretary	Neil Belden Pierson	3 Greenway Plaza Houston, TX 77046
Assistant Secretary	Richard G. Shook	3 Greenway Plaza Houston, TX 77046

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Assistant Secretary	Arleen Tyndorf	56 Livingston Ave. Roseland, NJ 07068
Assistant Secretary	Lila Jane Tyson	217H Blooming Glen Rd. Perkasie, PA 18944
Assistant Secretary	James P. Woolf	2859 Paces Ferry Rd., Suite 900 Atlanta, GA 30339
Assistant Treasurer	Robert F. Devine	1 Independant Drive, 11 th Floor Jacksonville, FL 32202
Assistant Treasurer	James Joseph Straine	751 Broad St. Newark, NJ 07102
Actuary	Judy L. Strachan	56 Livingston Ave. Roseland, NJ 07068