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**Apr 10 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F93000002486 (9)

1. Corporation Name
THIRD PARTY LIABILITY RECOVERY, INC.



Principal Place of Business
**401 PARK AVENUE SOUTH
NEW YORK NY 10016**

Mailing Address
**401 PARK AVENUE SOUTH
NEW YORK NY 10016-8808**

3. Date Incorporated or Qualified **05/27/1993** 3a. Date of Last Report **05/01/1996**

21	2. Principal Place of Business	26	2a. Mailing Address	4.	FEI Number 13-2770433	Applied For
22	Suite Apt. # etc.	27	Suite, Apt. #, etc.	5.	Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	City & State	28	City & State	6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Zip	29	Zip	6.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
25	Country	30	Country			

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES ST
STE 105
TALLAHASSEE FL 32301**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTCD KERZ, PAUL J	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	401 PARK AVENUE SOUTH NEW YORK NY 10016	1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY- ST- ZIP		1.4 CITY- ST- ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOLSTER, ROBERT M	2.2 NAME	Director
STREET ADDRESS	401 PARK AVENUE SOUTH NEW YORK NY 10016	2.3 STREET ADDRESS	William W. Neal
CITY- ST- ZIP		2.4 CITY- ST- ZIP	clo Piedmont Venture Capital 277 W. TRADE ST Suite 2325 Charlotte, NC 28202
TITLE	SV	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMON, LAURENCE B	3.2 NAME	
STREET ADDRESS	401 PARK AVENUE SOUTH NEW YORK NY 10016	3.3 STREET ADDRESS	
CITY- ST- ZIP		3.4 CITY- ST- ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KEEFER, DANA	4.2 NAME	
STREET ADDRESS	401 PARK AVENUE SOUTH NEW YORK NY 10016	4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANDEL, MARK D	5.2 NAME	
STREET ADDRESS	401 PARK AVENUE SOUTH NEW YORK NY 10016	5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Director
STREET ADDRESS		6.3 STREET ADDRESS	Richard H. Stowe
CITY- ST- ZIP		6.4 CITY- ST- ZIP	clo Welsh, Carson, Anderson & Stowe 320 Park Ave St. 2500 New York, NY 10022

14. I do hereby certify that the information provided 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: _____ DATE: **March 21, 1997** DAYTIME PHONE: **212 857-5474**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

Officers

Health Management Systems, Inc.
 EIN 13-2770433
 Officers

Title	Name	Business Address
President Treasurer Chief Executive Officer	Paul J. Kerz	401 Park Avenue South New York, NY 10016
Secretary Senior Vice President	Laurence B. Simon	401 Park Avenue South New York, NY 10016
Vice President	Peter M. Demy	401 Park Avenue South New York, NY 10016
Vice President	Peter G. Fleischman	401 Park Avenue South New York, NY 10016
Vice President	Alexandra F. Holt	401 Park Avenue South New York, NY 10016
Vice President	Dana Keefer	401 Park Avenue South New York, NY 10016
Vice President	Victor I. Kugajevsky	2000 "L" Street Suite 200 Washington, D.C. 20036
Vice President	Lewis D. Levetown	401 Park Avenue South New York, NY 10016
Vice President	Richard Lipack	10 Whitlock Lane Melville, NY 11747
Vice President	Mark D. Mandel	401 Park Avenue South New York, NY 10016
Vice President	Robert J. Mills	401 Park Avenue South New York, NY 10016
Vice President	Robert J. Balthazor	1990 Bundy drive, Ste 260 Los Angeles, CA 90025
Senior Vice President	Donald J. Staffa	401 Park Avenue South New York, NY 10016
Vice President	Gregory A. Strobel	1990 Bundy drive, Ste 260 Los Angeles, CA 90025
Vice President of HcM	Thomas J. Kazamek	200 N Sepulveda Blvd Suite 600 El Segundo, CA 90245
Chief Financial Officer Vice President	Phillip Siegel	401 Park Avenue South New York, NY 10016
Vice President	Elena A. Moiseenko	401 Park Avenue South New York, NY 10016
Chairman of HcM	Robert V. Nagelhout	200 N Sepulveda Blvd Suite 600 El Segundo, CA 90245
Vice President	John J. O'Connors	401 Park Avenue South New York, NY 10016
Vice President	Nandan G. Pai	401 Park Avenue South New York, NY 10016
Vice President	John T. Rostern	401 Park Avenue South New York, NY 10016

Directors

Health Management Systems, Inc.
 EIN: 13-2770433
 Directors

Name	Business Address
Paul J. Kerz (Chairman)	HMS Management Systems, Inc 401 Park Ave South New York, NY 10016
William W. Neal	Piedmont Venture Capital 227 West Trade Street, Suite 2325 Charlotte, NC 28202
Richard H. Stowe	Welsh , Carson, Anderson & Stowe 320 Park Avenue, Suite 2500 New York, NY 10022
Russell L. Carson	Welsh , Carson, Anderson & Stowe 320 Park Avenue, Suite 2500 New York, NY 10022
Robert V. Nagelhout	HCm, Inc. 200 N. Sepulveda Blvd Suite 600 El Segundo, CA 90245
Galen D. Powers	Powers, Pyles & Sutter & Verville, P.C. 1275 Pennsylvania Avenue, N.W. Washington, D.C. 20004
Donald J. Staffa	HMS Management Systems, Inc 401 Park Ave South New York, NY 10016
Ellen A. Rudnick	CEO Advisors, Inc. 255 Revere Drive, Suite 111 Northbrook, IL 60062