

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

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000002903 (2)
 1. Corporation Name
UNIVERSAL STANDARD MANAGED CARE, INC.



Principal Place of Business 28500 NORTHWESTERN HWY SOUTHFIELD MI 48076	Mailing Address 26500 NORTHWESTERN HWY SOUTHFIELD MI 48076-3716
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3. Date Incorporated or Qualified 06/02/1994	3a. Date of Last Report 02/27/1996
4. FEI Number 38-2989627	Applied For Not Applicable
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 checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 Zip Code
				FL

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MCCLUNG, PERRY	
STREET ADDRESS	26500 NORTHWESTERN HWY, STE 400	
CITY - ST - ZIP	SOUTHFIELD MI	
TITLE	VCD	<input type="checkbox"/> DELETE
NAME	WATKINS, JOHN T	
STREET ADDRESS	26500 NORTHWESTERN HWY, STE 400	
CITY - ST - ZIP	SOUTHFIELD MI	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MARQUARD, THOMAS	
STREET ADDRESS	26500 NORTHWESTERN HWY, STE 400	
CITY - ST - ZIP	SOUTHFIELD MI	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	KER, ALAN	
STREET ADDRESS	26500 NORTHWESTERN HWY, STE 400	
CITY - ST - ZIP	SOUTHFIELD MI	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	DONAHUE, THOMAS R	
STREET ADDRESS	26500 NORTHWESTERN HWY, STE 400	
CITY - ST - ZIP	SOUTHFIELD MI	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	CD Eugene Jennings
2.3 STREET ADDRESS	26500 Northwestern Hwy, 400
2.4 CITY - ST - ZIP	Southfield, MI 48076
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	TD + S Ker, Alan
4.3 STREET ADDRESS	26500 Northwestern Hwy #400
4.4 CITY - ST - ZIP	Southfield MI 48076
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do 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: 

4/69/97

CR2E034 (9/96)