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Feb 05 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 # F95000003743 (0)

1. Corporation Name
CMG HEALTH, INC.

Principal Place of Business
25 CROSSROADS DR., STE 200
OWINGS MILL MD 21117

Mailing Address
25 CROSSROADS DR., STE 200
OWINGS MILL MD 21117-5452



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/02/1995		3a. Date of Last Report 07/02/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 52-1473182		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		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 CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				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 title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHUSTERMAN, ALAN J	1.2 NAME	
STREET ADDRESS	25 CROSSROADS DR., STE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILL MD 21117	1.4 CITY-ST-ZIP	Owings Mills, MD 21117
TITLE	DC	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CANN, RONALD E	2.2 NAME	Curt A.H. Jeschke Jr.
STREET ADDRESS	2107 LAUREL BUSH RD., STE 201	2.3 STREET ADDRESS	25 Crossroads Dr., Ste 200
CITY-ST-ZIP	BEL AIR MD 21015	2.4 CITY-ST-ZIP	Owings Mills, MD 21117
TITLE	D	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAY, DOUGLAS A	3.2 NAME	
STREET ADDRESS	25 CROSSROADS DR., STE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILL MD 21117	3.4 CITY-ST-ZIP	Owings Mills, MD 21117
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ACKER, WILLIAM	4.2 NAME	Eugene D. Hill, III
STREET ADDRESS	100 BROOKWOOD PLACE, SUITE 410	4.3 STREET ADDRESS	One Embaradero Center, Suite 3820
CITY-ST-ZIP	BIRMINGHAM AL 35209	4.4 CITY-ST-ZIP	San Francisco CA 94111
TITLE	S	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REAMER, JILL B	5.2 NAME	
STREET ADDRESS	25 CROSSROADS DR., STE 200	5.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILL MD 21117	5.4 CITY-ST-ZIP	Owings Mills, MD 21117
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Thomas Liston
STREET ADDRESS		6.3 STREET ADDRESS	3305 Hillvale Road
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Louisville, KY 40241

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-27-97

4101654.2608

Date

Daytime Phone #

0008899

CR2E034 (9/96)