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May 15 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 # F96000002939 (4)

1. Corporation Name
TDI MANAGED CARE SERVICES, INC.

Principal Place of Business
615 ALPHA DR
PITTSBURGH PA 15238-2876

Mailing Address
615 ALPHA DR
PITTSBURGH PA 15238-2819

3. Date Incorporated or Qualified
06/10/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 PO Box 10001

22 City & State

27 Suite, Apt. #, etc.

23 Zip

Country

28 City & State

Country

24

25

29

75301-1205

30

U.S.

4. FEI Number
51-0353040

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

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 D
NAME CERRA, ENZO
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME CLERKIN, T A
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME HANNAN, R W
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE DP
NAME MARASCO, F A
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE DT
NAME METTING, E C
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE V
NAME HALPERN, D J
STREET ADDRESS 615 ALPHA DR
CITY-ST-ZIP PITTSBURGH PA 15238-2876

6.1 TITLE
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

T. A. Clerk

T. A. Clerk

4/24/97 (9721431-2147)

CR2E034 (9/96)

TDI Managed Care Services, Inc.
Officers and Directors

TITLE	NAME	RESIDENTIAL ADDRESS	BUSINESS ADDRESS
President	F. A. Marasco	RD 8 Greensburg, PA 15601	615 Alpha Drive Pittsburgh, PA 15238
Vice-President	D. J. Halpern	1624 Holly Hill Drive Bethel Park, PA 15102	620 Epsilon Drive Pittsburgh, PA 15238
Vice-President	T. A. Clerkin	3301 Terry Drive Plano, Texas 75023	6501 Legacy Drive Plano, Texas 75024-3698
Vice-President & Treasurer	S. F. Walsh	19251 Preston Road #323 Dallas, Texas 75252	6501 Legacy Drive Plano, Texas 75024-3698
Secretary	J. R. Camillo	4507 Arcady Avenue Dallas, TX 75205	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Secretary	K. B. LeBlanc	900 Baslwood Drive Coppell, Texas 75019	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Secretary	J. J. Vawrinek	6325 Mercedes Avenue Dallas, TX 75214	6501 Legacy Drive Plano, Texas 75024-3698
Director	Enzo Cerra	50 Fox Pointe Drive Pittsburg, PA 15238	615 Alpha Drive Pittsburgh, PA 15238
Director	T. A. Clerkin	3301 Terry Drive Plano, TX 75023	6501 Legacy Drive Plano, Texas 75024-3698
Director	R. W. Hannan	9367 N. Florence Drive Pittsburg, PA 15237	615 Alpha Drive Pittsburgh, PA 15238

3/26/97
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