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May 16 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 # F96000004003 (7)

1. Corporation Name
PRISM HEALTH GROUP, INC.

Principal Place of Business
695 ATLANTIC AVE., 11TH FL.
BOSTON MA 02111

Mailing Address
695 ATLANTIC AVE., 11TH FL.
BOSTON MA 02111-2623



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/06/1996		3a. Date of Last Report	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 04-3165074		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. 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

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

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	PTD	1.1 TITLE	D
NAME	GARFINKLE, STEVEN W	1.2 NAME	Ed Cahill
STREET ADDRESS	695 ATLANTIC AVE., 11TH FL.	1.3 STREET ADDRESS	One South Street
CITY-ST-ZIP	BOSTON MA 02111	1.4 CITY-ST-ZIP	Baltimore, MD 21202
TITLE	V	2.1 TITLE	
NAME	FREEDMAN, RICHARD S	2.2 NAME	
STREET ADDRESS	695 ATLANTIC AVE., 11TH FL.	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02111	2.4 CITY-ST-ZIP	
TITLE	CFO	3.1 TITLE	
NAME	FICHERA, RUSSELL J	3.2 NAME	
STREET ADDRESS	12 RIVERSIDE TERR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH EASTON MA 02358	3.4 CITY-ST-ZIP	
TITLE	DCOO	4.1 TITLE	
NAME	DIXON, THOMAS P	4.2 NAME	
STREET ADDRESS	18 VILLAGE HILL RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	DOVER MA 02030	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	FOSTER, MICHAEL J	5.2 NAME	
STREET ADDRESS	7 DANIEL CT.	5.3 STREET ADDRESS	
CITY-ST-ZIP	WESTPORT CT 06880	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	MONROE, STEPHEN P	6.2 NAME	
STREET ADDRESS	436 WEED ST.	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW CANAAN CT 06840	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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

STEVEN GARFINKLE 4/20/97 617-790-3707

Date

Daytime Phone 6060186

CR2E034 (9/96)