

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

FILED
Aug 29 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 # F9600006503
1. Corporation Name

First Health Strategies (TPA), Inc.

Principal Place of Business Mailing Address
5660 New Northside Drive, Suite 1400
Atlanta, Georgia 30328

2. Principal Place of Business 21 5660 New N.Side Dr. Suite, Apt. #, etc. 22 Suite 1400 City & State 23 Atlanta, GA Zip 24 30328 Country 25 USA		2a. Mailing Address 26 5660 New N.Side Dr. Suite, Apt. #, etc. 27 Suite 1400 City & State 28 Atlanta, GA Zip 29 30328 Country 30 USA		3. Date Incorporated or Qualified 12/12/96	3a. Date of Last Report
4. FEI Number 87-0459486		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 type="checkbox"/> No			

9. Name and Address of Current Registered Agent

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEE ATTACHED LIST.	1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:  Bernard Rothman 770-857-7248

CR2E034 (9/96)

02/27/96

OFFICERS AND DIRECTORS

FIRST HEALTH Strategies (TPA), Inc.

<u>Directors</u>	<u>Title</u>
David P. Bailis	Director
Robert J. Levenson	Director

<u>Officers</u>	<u>Title</u>
Jeff Anderson	Vice President
Barbara L. Antinori	Vice President
Randy Antonacci	Vice President
David P. Bailis	Secretary
Ralph L. Ball	Vice President
Len Barstad	Senior Vice President
Dennis G. Bayes	Senior Vice President
Dorothy Baylor	Vice President
Randall E. Brodsky	Vice President
Scott Carver	Senior Vice President
Jay Coughlin	Vice President
James G. Council	Vice President & Assistant Secretary
Bob Davis	Senior Vice President
Jerry P. Dembowski	Assistant Secretary
George W. Dreisbach III	Chief Operating Officer
	Executive Vice President
Steve Duckett	Vice President
Patrick J. Earley	Senior Vice President
Raymond A. Emmons	Chief Financial Officer
	Executive Vice President
Scott Gantt	Vice President
John Gedney	Vice President
Deborah Helling	Vice President
Elizabeth C. Hill	Vice President
Randolph L.M. Hutto	Vice President & Assistant Secretary
Massetti Jeff	Vice President
Keith F. Kinghorn	Senior Vice President
Paul Kral	Senior Vice President
David Kreager	Senior Vice President
Timothy Kuck	Senior Vice President
John W. Kwant	Vice President
Terry Lloyd	Vice President
Lynda Lorenz	Vice President
Nancy Louris	Vice President
Mark Mathias	Vice President
Greg J. Matis	Vice President & Assistant Secretary
Tom McConlogue	Vice President
David R. Money	Senior Vice President
	Assistant Secretary
	General Counsel
Charles F. Montreuil	Vice President & Assistant Secretary
Chris Nadeau	Vice President
Clair G. Naylor	Vice President
Maurice P. Nielsen	Senior Vice President

02/27/96

OFFICERS AND DIRECTORS

William Terry Nofsinger	President & Chief Executive Officer
Steven C. Preston	Treasurer
Shawn Pynes	Vice President
Gerard Quinn	Senior Vice President
Andy Reed	Vice President
Douglas L. Rolefson	Vice President
Thomas A. Rossi	Assistant Secretary
Bernard Rothman	Assistant Treasurer
B. George Saloom	Senior Vice President
David L. Schlapbach	Assistant Secretary
Gary L. Schmidt	Assistant Treasurer
Mark A. Strange	Vice President
Jonathan P. Warner	Vice President
Steve Webb	Vice President
Jim Wilson	Vice President
Patricia A. Winchell	Assistant Secretary
J. Murphy Winfield	Vice President
Mark E. Young	Assistant Treasurer

Address(es) for Andy Reed

Business Address

312 Plum Street, Suite 1120
Cincinnati, OH 45202

Address(es) for Barbara L. Antinori

Business Address

4405 Cox Road, Suite 110
Richmond, VA 23060

Address(es) for Bob Davis

Business Address

6975 Union Park Center, Suite 600
Midvale, UT 84047

Address(es) for Bernard Rothman

Business Address

11718 Nicholas Street
M-11
Omaha, NE 68154

Address(es) for Charles F. Montreuil

Business Address

435 Ford Road, Suite 500
Minneapolis, MN 55426

02/27/96

OFFICERS AND DIRECTORS

Address(es) for Chris Nadeau

Business Address

Newbury Building
205 Newbury Street
Framingham, MA 01701

Address(es) for Clair G. Naylor

Business Address

25505 West 12 Mile Road, Suite 3000
Southfield, MI 48034

Address(es) for Dorothy Baylor

Business Address

3 Hutton Centre Drive, Suite 800
Santa Ana, CA 92707

Address(es) for Dennis G. Bayes

Business Address

6975 Union Park Center
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Address(es) for Deborah Helling

Business Address

3540 Wilshire Boulevard
Los Angeles, CA 90010

Address(es) for David L. Schlapbach

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Address(es) for David P. Bailis

Business Address

2121 N. 117th Ave. NP-30
Omaha, NE 68164

Address(es) for Douglas L. Rolefson

Business Address

1690 West Shaw Avenue, Suite 230
Fresno, CA 93711

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OFFICERS AND DIRECTORS

Address(es) for David R. Money

Business Address

6975 Union Park Center
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Address(es) for Elizabeth C. Hill

Business Address

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Maitland, FL 32751

Address(es) for Greg J. Matis

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Address(es) for George W. Dreisbach

Business Address

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Houston, TX 77060

Address(es) for Jeff Anderson

Business Address

1300 E Woodfield Rd, Suite 512
Schaumburg, IL 60173

Address(es) for Jay Coughlin

Business Address

230 Half Mile Road, 2nd Floor
Red Bank, NJ 07701

Address(es) for John Gedney

Business Address

346 Westbury Avenue
Carle Place, NY 11514

02/27/96

OFFICERS AND DIRECTORS

Address(es) for James G. Council

Business Address

4300 Cox Road
Glen Allen, VA 23060

Address(es) for John W. Kwant

Business Address

2180 South 1300 East, #620
Salt Lake City, UT 84106

Address(es) for Jerry P. Dembowski

Business Address

11718 Nicholas Street
M-11
Omaha, NE 68154

Address(es) for Jonathan P. Warner

Business Address

Whiteland Business Park
740 East Lancaster Avenue, Suite 2
Exton, PA 19341

Address(es) for Jim Wilson

Business Address

2101 4th Avenue, Suite 950
Seattle, WA 98121

Address(es) for Keith F. Kinghorn

Business Address

6975 Union Park Center
Suite 600
Midvale, UT 84047

Address(es) for Len Barstad

Business Address

1125 17th Street, Suite 2300
Denver, CO 80202

Address(es) for Lynda Lorenz

Business Address

4600 Madison Avenue, Suite 507
Kansas City, MO 64112

02/27/96

OFFICERS AND DIRECTORS

Address(es) for Mark E. Young

Business Address
5660 New Northside Drive
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Address(es) for Maurice P. Nielsen

Business Address
20800 Swenson Drive, Suite 440
Waukesha, WI 53186

Address(es) for Mark A. Strange

Business Address
363 N Sam Houston Parkway, Suite 1500
Houston, TX 77060

Address(es) for J. Murphy Winfield

Business Address
1501 West Fountainhead Parkway
Tempe, AZ 85252

Address(es) for Nancy Louris

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10300 SW Greenburg Road, Suite 480
Portland, OR 97223

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Business Address
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Boise, ID 83706

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