

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

FILED
May 19 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 # F96000006543 (0)

1. Corporation Name
VALUE BEHAVIORAL HEALTH, INC.

Principal Place of Business 3110 FAIRVIEW PARK DR S FALLS CHURCH VA 22042	Mailing Address 3110 FAIRVIEW PARK DR S FALLS CHURCH VA 22042-4503
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 12/13/1996	3a. Date of Last Report
4. FEI Number 54-1692863		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	
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" 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 85 Zip Code FL	
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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	CEOP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOOKE, CHARLTON	1.2 NAME	
STREET ADDRESS	3110 FAIRVIEW PARK DR S	1.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOOKE, CHARLTON	2.2 NAME	
STREET ADDRESS	3110 FAIRVIEW PARK DR S	2.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042	2.4 CITY-ST-ZIP	
TITLE	CFO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YTURRIA, SCOTT	3.2 NAME	
STREET ADDRESS	3110 FAIRVIEW PARK DR S	3.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PATRICELLI, ROBERT	4.2 NAME	
STREET ADDRESS	22 WATERVILLE RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	AVON CT 06001	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCHULMAN, STEVEN	5.2 NAME	
STREET ADDRESS	22 WATERVILLE RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	AVON CT 06001	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FINIGAN, PAUL	6.2 NAME	
STREET ADDRESS	22 WATERVILLE RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	AVON CT 06001	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)(d), 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]

4/12/97

762-206-4312

CR2E034 (9/96)