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96 JAN 29 PM 1:50

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



**PROFIT
CORPORATION
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M11878 (9)

1. Corporation Name
PHYSICIANS DEVELOPMENT, INC.

Principal Place of Business Mailing Address
**2700 COLORADO AVE.
SUITE 200
SANTA MONICA CA 90404
US** **2700 COLORADO AVE.
SUITE 200
SANTA MONICA CA 75240
US**

3. Date Incorporated or Qualified 3a. Date of Last Report
02/27/1985 **04/12/1995**
4. FEI Number Applied For
94-4068998 Not Applicable
5. Certificate of Status Desired **\$8.75 Additional
Fee Required**
6. Election Campaign Financing **\$5.00 May Be
Added to Fees**
7. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.
22. City & State 27. City & State
23. Zip 28. Zip Country 30. Country
24. 25. 29. 30.

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
81. Name
C T Corporation System
82. Street Address (P.O. Box Number is Not Acceptable)
1200 South Pine Island Road
83.
84. City
Plantation FL 85. Zip Code
33324

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: **By: D. F. Hickey, Asst. Secretary** 1-26-96
Signature by incorporated entity of record, if any, and the applicable (2001) Registered Agent signature, required when re-registering. DATE

12. OFFICERS AND DIRECTORS

TITLE	DSVP	<input type="checkbox"/> DELETE
NAME	BROWN, SCOTT M.	
STREET ADDRESS	2700 COLORADO AVE.	
CITY-ST-ZIP	SANTA MONICA CA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	FOCHT, MICHAEL H.	
STREET ADDRESS	2700 COLORADO AVE.	
CITY-ST-ZIP	SANTA MONICA CA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	MACKEY, THOMAS B.	
STREET ADDRESS	2700 COLORADO AVE.	
CITY-ST-ZIP	SANTA MONICA CA	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	MCMULLEN, TERENCE P.	
STREET ADDRESS	2700 COLORADO AVE.	
CITY-ST-ZIP	SANTA MONICA FL	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	SMITH, W. RANDOLPH	
STREET ADDRESS	14001 DALLAS PARKWAY, STE. 200	
CITY-ST-ZIP	DALLAS TX	
TITLE	VPAS	<input checked="" type="checkbox"/> DELETE
NAME	SABATINO, THOMAS J.	
STREET ADDRESS	14001 DALLAS PARKWAY, STE., 200	
CITY-ST-ZIP	DALLAS X	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE		
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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****200.00 ****200.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes, and 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: **Scott M Brown** 1/24/96 (310)998-8427
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

SW