FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996

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

DOCUMENT # **P25249** **(4)**

1. Corporation Name
AFFORDABLE HEALTH CARE CONCEPTS, INC.

Principal Place of Business
750 RIVERPOINT DR
ATTN: A/P 000032449
WEST SACRAMENTO CA 95605
US

Mailing Address
3200 HIGHLAND AVE.
ATTN: A/P 000032449
DOWNERS GROVE IL 60515
US

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified: 07/19/1989
3a. Date of Last Report: 05/01/1995
4. FEI Number: 94-2891986 [ ] 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 [X] No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. 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 of Officer or Director Date
Signature of New Registered Agent Date

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	BRUNNER, DANIEL S.	
STREET ADDRESS	750 RIVERPOINT DRIVE	
CITY, ST, ZIP	W. SACRAMENTO CA	
TITLE	SD	[ ] DELETE
NAME	LIPSCHULTZ, CLAIRE	
STREET ADDRESS	750 RIVERPOINT DRIVE	
CITY, ST, ZIP	W. SACRAMENTO CA	
TITLE	VD	[ ] DELETE
NAME	SCANLON, JACK R.	
STREET ADDRESS	750 RIVERPOINT DRIVE	
CITY, ST, ZIP	W. SACRAMENTO CA	
TITLE	D	[ ] DELETE
NAME	BECKER, ROBERT J., MD	
STREET ADDRESS	3200 HIGHLAND AVE	
CITY, ST, ZIP	DOWNERS GROVE IL	
TITLE	D	[ ] DELETE
NAME	SMITH, JAMES C.	
STREET ADDRESS	3200 HIGHLAND AVE	
CITY, ST, ZIP	DOWNERS GROVE IL	
TITLE	T	[ ] DELETE
NAME	WHITTERS, JOSEPH	
STREET ADDRESS	3200 HIGHLAND AVE	
CITY, ST, ZIP	DOWNERS GROVE IL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN #12

11 TITLE	[ ] Change [ ] Addition
12 NAME	
13 STREET ADDRESS	
14 CITY, ST, ZIP	
21 TITLE	[ ] Change [ ] Addition
22 NAME	
23 STREET ADDRESS	
24 CITY, ST, ZIP	
31 TITLE	[ ] Change [ ] Addition
32 NAME	
33 STREET ADDRESS	
34 CITY, ST, ZIP	
41 TITLE	[ ] Change [ ] Addition
42 NAME	
43 STREET ADDRESS	
44 CITY, ST, ZIP	
51 TITLE	[ ] Change [ ] Addition
52 NAME	
53 STREET ADDRESS	
54 CITY, ST, ZIP	
61 TITLE	[ ] Change [ ] Addition
62 NAME	
63 STREET ADDRESS	
64 CITY, ST, ZIP	

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. 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: Joseph E. Whitters — Joseph E. Whitters — 2/26/96 — 708-241-7900
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone

CR2E034 (12/95)