



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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P40412 (9) 1. Corporation Name BEECH STREET MANAGED CARE CORPORATION			
Principal Place of Business 173 TECHNOLOGY IRVINE CA 92718 US		Mailing Address PO BOX 1976 MACON GA 31202-1976 US	
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 Country		
24	25	29	30
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		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 _____ <small>Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating.)</small> DATE _____			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOD <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FICKLING, WILLIAM A., JR.	1.2 NAME	See ATTACHED SCHEDULE FOR ADDITIONAL DIRECTORS + OFFICERS
STREET ADDRESS	577 MULBERRY STREET STE 1100	1.3 STREET ADDRESS	
CITY-ST-ZIP	MACON GA	1.4 CITY-ST-ZIP	
TITLE	TC <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	GERGER, ROBERT	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	173 TECHNOLOGY	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVINE CA	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WIGHT, TOM B.	3.2 NAME	
STREET ADDRESS	577 MULBERRY STREET #1100	3.3 STREET ADDRESS	
CITY-ST-ZIP	MACON GA	3.4 CITY-ST-ZIP	
TITLE	DVCB <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FICKLING, WILLIAM A.	4.2 NAME	
STREET ADDRESS	577 MULBERRY STREET #1100	4.3 STREET ADDRESS	
CITY-ST-ZIP	MACON GA	4.4 CITY-ST-ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLS, JOHN K	5.2 NAME	
STREET ADDRESS	1970 BLUEBIRD ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	GLENDOR CA	5.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BREGANTE, GEORGE J.	6.2 NAME	
STREET ADDRESS	173 TECHNOLOGY	6.3 STREET ADDRESS	
CITY-ST-ZIP	IRVINE CA	6.4 CITY-ST-ZIP	
14. I 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: 		4-28-98 912-742-6601	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date Daytime Phone # 0014264	



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/04/1992	
4. FEI Number 58-1695870	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

CR2E034 (10/97)

**Beech Street Corporation
Directors**

<u>Name</u>	<u>Social Security Number</u>	<u>Title</u>
William A. Fickling, Jr. 577 Mulberry Street, Suite 1100 Macon, GA 31201	255-56-0940	Chairman of the Board & Chief Executive Officer Director 912-741-2560
William A. Fickling, III 577 Mulberry Street, Suite 1100 Macon, GA 31201	252-04-2828	Vice Chairman of the Board & Assistant Secretary Director 912-741-2570
George J. Bregante 1981 McClean Santa Ana, CA 92705	562-50-0150	President and Director 714-727-1362
Tom B. Wight 577 Mulberry Street, Suite 1100 Macon, GA 31201	255-72-6252	Secretary and Director 912-741-2562
William F. Ford 1418 Hawthorn Place Murfreesboro, TN 37130	081-32-1728	Director 615-890-3883
Bruce J. Sams 88 Lagoon Road Belvedere, CA 94920	255-38-8143	Director 415-435-5702

**Beech Street Corporation
Officers**

<u>Name</u>	<u>Social Security Number</u>	<u>Title</u>
William A. Fickling, Jr. 577 Mulberry Street, Suite 1100 Macon, GA 31201 912-741-2560	255-56-0940	Chairman of the Board & Chief Executive Officer
William A. Fickling, III 577 Mulberry Street, Suite 1100 Macon, GA 31201 912-741-2570	252-04-2828	Vice Chairman of the Board & Assistant Secretary
George J. Bregante 1981 McClean Santa Ana, CA 92705 714-727-1362	562-50-0150	President & Chief Operating Officer
Norman Werthwein 5062 Beryl Street Alta Loma, CA 91737 909-944-0515	153-34-9371	Senior Vice President - Finance & Chief Financial Officer
John K. Mills 1970 Bluebird Road Glendora, CA 91740 818-963-5548	570-24-1073	Executive Vice President - Product Management
Vicki F. Merrill 322 Poinsettia Ave. Corona Del Mar, CA 92625 714-644-1786	275-54-2955	Senior Vice President - Product Development
Michael Lombardi 19072 Bayhill Lane Huntington Beach, CA 714-960-0334	567-96-6788	Senior Vice President - Sales, Marketing & Account Management
Martin Torrez 8226 E. Flowerwood Orange, CA 92669 714-727-1355	554-64-4923	Vice President - Human Resources

Beech Street Corporation
Officers
(Continued)

<u>Name</u>	<u>Social Security Number</u>	<u>Title</u>
Jimmy McCloud 23140 Foxtail Drive Yorba Linda, CA 92887 714-692-1791	570-84-8459	Vice President - Information Services
Kurt Anderson 2629 Stewart Avenue Evanston, IL 60201 312-714-4966	515-60-4284	Vice President - Sales and Marketing
William M. Thompson 16342 Niantic Cir. Huntington Beach, CA 92649 714-727-1327	345-20-7957	Vice President & Medical Director
Susan H. Christofferson 17507 Norwood Park Place Tustin, CA 92680 714-727-1372	470-46-4797	Vice President - National Contracting
Susan Hunt 18290 Santa Carlota Fountain Valley, CA 92708 714-962-5663	539-54-4139	Vice President - Account Management
Sheila Rankin 721 Moon Avenue Los Angeles, CA 90065 213-225-8834	549-37-0178	Vice President - Operations
Doreen J. Corwin 12821 Evingside Santa Ana, CA 92705 714-838-1446	544-42-4344	Assistant Vice President - Network Development
Carol Lockwood 28520 Wood Canyon Road, #20 Aliso Viejo, CA 92656 714-425-9432	097-54-0440	Assistant Vice President - National Contracting

Beech Street Corporation
Officers
(Continued)

<u>Name</u>	<u>Social Security</u> <u>Number</u>	<u>Title</u>
Robert A. Gerger 21362 McIntosh El Toro, CA 92630 714-859-7548	546-31-6931	Treasurer & Controller
Tom B. Wight 577 Mulberry Street, Suite 1100 Macon, GA 31201 912-741-2562	255-72-6252	Secretary