

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

FILED
May 28 1997 8:00am
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1997 | | FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS | |
|---|--|--|--|
| DOCUMENT # 1. Corporation Name PROPSYCH, INC. <i>P94000001975</i> | | | |
| Principal Place of Business 701 Enterprise Road East Suite 910 Safety Harbor, FL 34695 | | Mailing Address 400 Oyster Point Blvd. Suite 306 South San Francisco, CA 94080 Attn: Penny Blensdorf | |
| 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 01/10/1994 | | 3a. Date of Last Report 5/1996 | |
| 4. FEI Number 59-3220162 | | 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 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 | | 10. Name and Address of New Registered Agent | |
| 81 Name CT Corporation System | | 82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road | |
| 83 Suite 305 | | 84 City Plantation | |
| 85 Zip Code FL 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. George C. Romero Assistant Secretary 5/15/97 | | | |
| SIGNATURE <i>George C. Romero</i> 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 | | | |
| 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | | | |
| 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 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | | | |
| 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | | | |
| 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP | | | |
| 7.000002203647 -06/06/97--01005--003 ***550.00 | | | |
| 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, 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: Andrew M. Cummings 5/13/97 201-782-5910 | | | |

CR2E034 (9/96)

ProPsych, Inc.

Directors and Officers

Director

Arthur H. Halper One Maynard Drive, Park Ridge, NJ 07656

Director

Richard C. Surles One Maynard Drive, Park Ridge, NJ 07656

Director

Albert S. Waxman One Maynard Drive, Park Ridge, NJ 07656

Chairman of the Board

Albert S. Waxman One Maynard Drive, Park Ridge, NJ 07656

President

Robin F. Kirk Suite 212, 209 10th Avenue South, Nashville, TN 37203

Chief Executive Officer

David B. Stone One Maynard Drive, Park Ridge, NJ 07656

Chief Financial Officer and Executive Vice President

Arthur H. Halper One Maynard Drive, Park Ridge, NJ 07656

Executive Vice President, General Counsel and Secretary

Michael G. Lenahan One Maynard Drive, Park Ridge, NJ 07656

Executive Vice President

Ronald D. Geraty One Maynard Drive, Park Ridge, NJ 07656

Executive Vice President

Richard C. Surles One Maynard Drive, Park Ridge, NJ 07656

Senior Vice President of Legal Affairs and Assistant Secretary

Andrew M. Cummings One Maynard Drive, Park Ridge, NJ 07656

Senior Vice President

James A. Foos 8000 Governors Square Blvd., Suite 305

Senior Vice President

Lisa M. Suennen 400 Oyster Point Blvd., Suite 306, South San Francisco, CA 94080

Vice President, Taxes

Dennis J. Lazaroff 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043