


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

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**Apr 29 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P36350 (7)
 1. Corporation Name
MERIT BEHAVIORAL CARE SYSTEMS CORPORATION

Principal Place of Business 13736 RIVERPORT DRIVE 400 MARYLAND HEIGHTS MO 63043 US	Mailing Address 400 OYSTER POINT BLVD., SUITE 306 S. SAN FRANCISCO CA 94080
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 11/14/1991	
4. FEI Number 34-1559960	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	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 S PINE ISLAND ROAD
 SUITE 305
 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

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 _____

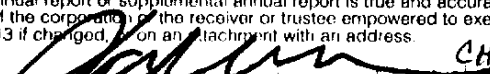
12. OFFICERS AND DIRECTORS

TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	WAXMAN, ALBERT	
STREET ADDRESS	ONE MAYNARD DRIVE	
CITY-ST-ZIP	PARK RIDGE NJ	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	SURLES, RICHARD C.	
STREET ADDRESS	ONE MAYNARD DRIVE	
CITY-ST-ZIP	PARK RIDGE NJ	
TITLE	DVS	<input checked="" type="checkbox"/> DELETE
NAME	LENAHAN, MICHAEL G.	
STREET ADDRESS	ONE MAYNARD DRIVE	
CITY-ST-ZIP	PARK RIDGE NJ	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MOODY, DENNIS P.	
STREET ADDRESS	13736 RIVERPORT DRIVE SUITE # 400	
CITY-ST-ZIP	MARYLAND HEIGHTS MO	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	HALPER, ARTHUR H.	
STREET ADDRESS	ONE MAYNARD DRIVE	
CITY-ST-ZIP	PARK RIDGE NJ	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	CUMMINGS, ANDREW M.	
STREET ADDRESS	ONE MAYNARD DRIVE	
CITY-ST-ZIP	PARK RIDGE NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/V/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	SANFORD, CHARLOTTE A.	
1.3 STREET ADDRESS	3414 PEACHTREE RD, NE, STE 1400	
1.4 CITY-ST-ZIP	ATLANTA GA 30326	
2.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SURLES, RICHARD C.	
2.3 STREET ADDRESS	ONE MAYNARD DRIVE	
2.4 CITY-ST-ZIP	PARK RIDGE NJ 07656	
3.1 TITLE	D/V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	BEDENBAUGH, JAMES R.	
3.3 STREET ADDRESS	3414 PEACHTREE RD, NE, STE 1400	
3.4 CITY-ST-ZIP	ATLANTA GA 30326	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	FUZZELL, CHERIE	
4.3 STREET ADDRESS	3414 PEACHTREE RD, NE, STE 1400	
4.4 CITY-ST-ZIP	ATLANTA GA 30326	
5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	LAZAROFF, DENNIS J.	
5.3 STREET ADDRESS	13736 RIVERPORT DRIVE, SUITE 400	
5.4 CITY-ST-ZIP	MARYLAND HEIGHTS MO 63043	
6.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	CUMMINGS, ANDREW M.	
6.3 STREET ADDRESS	ONE MAYNARD DRIVE	
6.4 CITY-ST-ZIP	PARK RIDGE NJ 07656	

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; 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, on an attachment with an address.

SIGNATURE:  **CHARLOTTE A. SANFORD**
 TITLE: **SECRETARY**

CR2E034 (10/97)

MERIT BEHAVIORAL CARE SYSTEMS CORPORATION

ADDITIONAL OFFICERS

Dennis P. Moody **Executive Vice President; General Manager**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Christopher E. Paterson **Executive Vice President, Eastern Division**
Business: 3 Friends Lane, Suite 200, Newtown, PA 18940

Janet C. Vaupel **Executive Vice President, Western Division**
Business: 7750 North Union Boulevard, Suite 201, Colorado Springs, CO 80920

Sandra M. Hittman **Senior Vice President of Field Sales**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Michael J. Bennett **Vice President of Medical Services**
Business:

Wayne E. Feest **Senior Vice President Central Region**
Business: 3850 Priority Way South Drive, Suite 200, Indianapolis, IN 46250

Edward J. Christie **Senior Vice President Mid-Atlantic Region**
Business: 3 Friends Lane, Suite 200, Newtown, PA 18940

Joel Kostin **Senior Vice President Southeast Region**
Business: 3000 Aerial Center Parkway, Suite 120, Morrisville, NC 27560

Stephen N. Lawrence **Senior Vice President Northeast Region**
Business: One Maynard Drive, Park Ridge, NJ 07656

Lisa M. Suennen **Senior Vice President Pacific Region**
Business: 400 Oyster Point Boulevard, Suite 306, So. San Francisco, CA 94080

Jim Van Halderen **Senior Vice President Western Region**
Business: One Maynard Drive, Park Ridge, NJ 07656

Jacquelyn T. Ayers **Vice President Utilization Management**
Business:

Marsha S. Marsh **Vice President Operations**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

David M. Wadell **Vice President Quality Management**
Business: 13736 Riverport Drive, Suite 400, Maryland Heights, MO 63043

Douglas G. Wiley **Vice President Human Resources**
Business:

Michelle H. Ancosky **Assistant Secretary**
Business: 3414 Peachtree Road, NE, Suite 1400, Atlanta, GA 30326

Marian Lang **Assistant Secretary**
Business: 3414 Peachtree Road, NE, Suite 1400, Atlanta, GA 30326