

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

CORPORATION  
ANNUAL REPORT  
**1995**



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

**FILED**  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 27 PM 3:22

**DOCUMENT # P38882 (7)**

1. Corporation Name  
**AGCA, INC.**

Principal Place of Business

**3 FRIENDS LANE, SUITE 200  
NEWTON PA 18940-3427  
US**

Mailing Address

**400 OYSTER POINT BOULEVARD  
SUITE 306  
SOUTH SAN FRANCISCO CA 94080  
US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>05/20/1992</b>	3a. Date of Last Report <b>05/01/1994</b>
4. FEI Number <b>23-2204318</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> 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	

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
24. Country	29. Country
25. Country	30. Country

**9. Name and Address of Current Registered Agent**

**MOODY, DENNIS**  
**8000 GOVERNORS SQUARE BOULEVARD**  
**SUITE 305**  
**MIAMI LAKES FL 33016**

**10. Name and Address of New Registered Agent**

81. Name <b>James Foos, Psy.D.</b>
82. Street Address (P.O. Box Number is Not Acceptable) <b>8000 Governors Square Blvd.</b>
83. Suite <b>Suite 305</b>
84. City <b>Miami Lakes</b>
85. Zip Code <b>FL 33016</b>

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 James Foos, Psy.D. **James Foos, Psy.D.** 2-1-95  
(Signature typed or printed name of registered agent and title or position) (DATE)

**12. OFFICERS AND DIRECTORS**

TITLE	<b>PD</b>
NAME	<b>KENNEDY, SHANNON</b>
STREET ADDRESS	<b>1 MAYNARD DR.</b>
CITY- ST- ZIP	<b>PARK RIDGE NJ</b>
TITLE	<b>EVP</b>
NAME	<b>VUCOLO, ANTHONY</b>
STREET ADDRESS	<b>1 MAYNARD DR.</b>
CITY- ST- ZIP	<b>PARK RIDGE NJ</b>
TITLE	<b>S</b>
NAME	<b>CUMMINGS, ANDREW M., ESQ</b>
STREET ADDRESS	<b>400 OYSTER PT. BLVD, #306</b>
CITY- ST- ZIP	<b>S. SAN FRANCISCO CA 94080</b>
TITLE	<b>TCOO</b>
NAME	<b>HALPER, ARTHUR H.</b>
STREET ADDRESS	<b>3 FRIENDS LANE, #200</b>
CITY- ST- ZIP	<b>NEWTON PA 18940</b>
TITLE	<b>DCOB</b>
NAME	<b>WAXMAN, ALBERT S., PH.D.</b>
STREET ADDRESS	<b>400 OYSTER POINT BOULEVARD, SUITE 306</b>
CITY- ST- ZIP	<b>SOUTH SAN FRANCISCO CA 94080</b>
TITLE	<b>EVP</b>
NAME	<b>SAVIN, HOWARD A</b>
STREET ADDRESS	<b>3 FRIENDS LN., STE. 200</b>
CITY- ST- ZIP	<b>NEWTON PA</b>

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

(Please see attached list.)  Change  Addition

1. TITLE	
2. NAME	
3. STREET ADDRESS	
4. CITY- ST- ZIP	
5. TITLE	
6. NAME	
7. STREET ADDRESS	
8. CITY- ST- ZIP	
9. TITLE	
10. NAME	
11. STREET ADDRESS	
12. CITY- ST- ZIP	
13. TITLE	
14. NAME	
15. STREET ADDRESS	
16. CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the description stated in Section 119.07(Chick), Florida Statutes. I further certify that the information provided 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 in an attachment with an address.

SIGNATURE: Andrew M. Cummings **Andrew M. Cummings** 2-10-95 **(415)742-0980**  
(Signature typed or printed name of signing officer or director) (DATE)

**AGCA, INC.**  
(previously Achievement and Guidance Centers of America, Inc.)  
a Pennsylvania corporation  
Parent - American Biodyne, Inc.  
Incorporated April 5, 1982/FEIN 23-2204318  
(Operating)

**Directors**

Shannon R. Kennedy  
1 Maynard Drive  
Park Ridge, NJ 07656

Albert S. Waxman  
1350 Avenue of the Americas, Suite 501A  
New York, New York 10019

Andrew M. Cummings  
400 Oyster Point Blvd., Suite 306  
South San Francisco, CA 94080

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

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

## **AGCA, INC.**

### **Officers**

**Albert S. Waxman, Chairman of the Board**  
1350 Avenue of the Americas, Suite 501A  
New York, New York 10019

**Shannon R. Kennedy, President**  
1 Maynard Drive  
Park Ridge, NJ 07656

**Arthur H. Halper, Executive Vice President, Chief Operating Officer and Treasurer**  
1 Maynard Drive  
Park Ridge, NJ 07656

**Michael G. Lenahan, Executive Vice President, Legal**  
1 Maynard Drive  
Park Ridge, NJ 07656

**Leslie Young, Regional Vice President, Eastern Region**  
3 Friends Lane, Suite 200 (Route 332)  
Newtown, PA 18940

**Michael E. Casey, Vice President**  
13736 Riverport Drive  
Maryland Heights, MO 63043

**Frank J. Failla, Vice President**  
100 Summit Avenue  
Montvale, NJ 07645

**Dennis P. Moody, Vice President**  
13736 Riverport Drive  
Maryland Heights, MO 63043

**Dennis J. Lazaroff, Vice President**  
13736 Riverport Drive  
Maryland Heights, MO 63043

**Richard L. Powers, Vice President**  
1 Maynard Drive  
Park Ridge, NJ 07656

**Andrew M. Cummings, General Counsel and Secretary**  
400 Oyster Point Blvd., Suite 306  
South San Francisco, CA 94080