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Apr 28 1997 8:00am
Secretary of State



PROFIT CORPORATION ANNUAL REPORT 1997

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

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 94080-1952 US

3. Date Incorporated or Qualified: 05/20/1992
3a. Date of Last Report: 04/09/1996
4. FEI Number: 23-2204318
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 [] No

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

9. Name and Address of Current Registered Agent
C T 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY-ST-ZIP
P KENNEDY, SHANNON 1 MAYNARD DR. PARK RIDGE NJ [X] DELETE
V HALPER, ARTHUR H. 1 MAYNARD DR. PARK RIDGE NJ [X] DELETE
S CUMMINGS, ANDREW M., ESQ 1 MAYNARD DR PARK RIDGE NJ [X] DELETE
V LAZAROFF, DENNIS J. 13736 RIVERPORT DR MARYLAND HEIGHTS MO [X] DELETE
DCOB WAXMAN, ALBERT S., PH.D. 1 MAYNARD DR PARK RIDGE NJ [X] DELETE
V MOODY, DENNIS P. 13736 RIVERPORT DR MARYLAND HEIGHTS MO [X] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE D/S [] Change [] Addition
1.2 NAME CUMMINGS, ANDREW M.
1.3 STREET ADDRESS ONE MAYNARD DRIVE
1.4 CITY-ST-ZIP PARK RIDGE, NJ 07656
2.1 TITLE D/V/T [] Change [] Addition
2.2 NAME HALPER, ARTHUR H.
2.3 STREET ADDRESS ONE MAYNARD DRIVE
2.4 CITY-ST-ZIP PARK RIDGE, NJ 07656
3.1 TITLE D/V/S [] Change [] Addition
3.2 NAME LENAHAN, MICHAEL G.
3.3 STREET ADDRESS ONE MAYNARD DRIVE
3.4 CITY-ST-ZIP PARK RIDGE, NJ 07656
4.1 TITLE D/V [] Change [] Addition
4.2 NAME SURLES, RICHARD C.
4.3 STREET ADDRESS ONE MAYNARD DRIVE
4.4 CITY-ST-ZIP PARK RIDGE, NJ 07656
5.1 TITLE D/C [] Change [] Addition
5.2 NAME WAXMAN, ALBERT S.
5.3 STREET ADDRESS ONE MAYNARD DRIVE
5.4 CITY-ST-ZIP PARK RIDGE, NJ 07656
6.1 TITLE V [] Change [] Addition
6.2 NAME LAZAROFF, DENNIS J.
6.3 STREET ADDRESS 13736 RIVERPORT DRIVE, SUITE 400
6.4 CITY-ST-ZIP MARYLAND HEIGHTS, MO 63043

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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, changed, or on an attachment with an address.

SIGNATURE Andrew M. Cummings 1/27/97 (201) 782-5920

CR2E034 (9/96)

AGCA, Inc.

Item 13. Additional Officers (Last appointed 4/1/96)

Senior Vice President, Eastern Region
Chris Paterson
3 Friends Lane, Suite 200
Newtown, PA 18940

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