

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

**PROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 578881

1. Corporation Name
GALENCARE, INC.

Principal Place of Business

**ONE PARK PLAZA
P.O. BOX 740026 ATTN: TAX DEPT.
NASHVILLE TN 37203
US**

Mailing Address

**P.O. BOX 750
NASHVILLE TN 37202
US**

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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 M-1 Applicable

(NOTE: Registered Agent Signature and M-1 Applicable)

(NOTE)

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE
NAME	FLEETWOOD, JIM	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	DSVA	DELETE
NAME	DONAHEY, KENNETH	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	AS	DELETE
NAME	BLACKWOOD, DORA A	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	DV	DELETE
NAME	ELTON, ROSALYN	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	SVP	DELETE
NAME	MOORE, JOSEPH D	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	DVPS	DELETE
NAME	FRANK II, JOHN M	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	

13.

11 TITLE	DVP	Change	Addition
12 NAME	A. Bruce Moore		
13 STREET ADDRESS			
14 CITY-ST-ZIP			
21 TITLE	DVP	Change	Addition
22 NAME	R. Milton Johnson		
23 STREET ADDRESS			
24 CITY-ST-ZIP			
31 TITLE	AS	Change	Addition
32 NAME	David L. Denson		
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE	VP	Change	Addition
42 NAME	Ronald Lee Grubbs		
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		Change	Addition
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		Change	Addition
62 NAME			
63 STREET ADDRESS			
64 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)(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 if changed, or on an attachment with an address, with all other like empowered

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE OF SIGNATURE

CR2E034 (11/98)

062309

February 1, 1999

**OFFICERS AND DIRECTORS
OF
GALENCARE, INC.**

(2)

Jay Grinney	President	One Park Plaza Nashville, TN 37203
Dan Miller	Senior Vice President	6200 Courtney Campbell Cwy Tampa, FL 33607
Victor L. Campbell	Senior Vice President	One Park Plaza Nashville, TN 37203
Robert Waterman	Senior Vice President	One Park Plaza Nashville, TN 37203
David G. Anderson	Vice President and Treasurer	One Park Plaza Nashville, TN 37203
Bill Rutherford	Vice President	One Park Plaza Nashville, TN 37203
Rosalyn S. Elton	Vice President	One Park Plaza Nashville, TN 37203
*A. Bruce Moore	Vice President	One Park Plaza Nashville, TN 37203
V. Carl George	Vice President	One Park Plaza Nashville, TN 37203
* R. Milton Johnson	Vice President	One Park Plaza Nashville, TN 37203
*John M. Franck II	Vice President and Secretary	One Park Plaza Nashville, TN 37203
Sam Hankins	Vice President	6200 Courtney Campbell Cwy Tampa, FL 33607
James D. Hinton	Vice President	One Park Plaza Nashville, TN 37203
Howard K. Patterson	Vice President	One Park Plaza Nashville, TN 37203
Lyle Reid	Vice President	One Park Plaza Nashville, TN 37203
Ronald Lee Grubbs	Vice President	One Park Plaza Nashville, TN 37203
Steven E. Clifton	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Bettye D. Daugherty	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Tom C. Gormley	Vice President	One Park Plaza Nashville, TN 37203

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Mike T. Bray	Vice President	One Park Plaza Nashville, TN 37203
Dora A. Blackwood	Assistant Secretary	One Park Plaza Nashville, TN 37203
David L. Denson	Assistant Secretary	One Park Plaza Nashville, TN 37203
Dianne Johnson	Assistant Secretary	One Park Plaza Nashville, TN 37203

***Directors**
(Florida)

Persons employed in the capacity of Chief Executive Officer, Chief Financial Officer, and Assistant Administrator of facilities owned and/or operated by this Corporation, are authorized by the Board of Directors of this Corporation to negotiate and enter into contracts and agreements necessary in the conduct of the day-to-day business of such facility, including, but not limited to, physician contracts, leases, purchase agreements, cost reports, etc., which with the advice of legal counsel, shall be deemed appropriate and advisable, and to execute and deliver Certificates of Resolution required in connection with such contracts and agreements.