

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

FILED
Apr 08 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 # 855552

1. Corporation Name
Vencor Insurance Company

Principal Place of Business 300 North Meridian Street Suite 2700 Indianapolis, IN 46204	Mailing Address 400 West Market Street Suite 3300 Louisville, KY 40202
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DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
February 16, 1983

21. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	26. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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4. FEI Number 35-1536282	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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**Florida Insurance Commissioner
 Florida Department of Insurance
 200 East Gaines Street
 Tallahassee, Florida 32399-0327**

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 _____ (NOTE: Registered Agent signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	See Attachment #1
STREET ADDRESS	
CITY - ST - ZIP	

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NAME	See Attachment #1
STREET ADDRESS	
CITY - ST - ZIP	

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CITY - ST - ZIP	

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NAME	See Attachment #1
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	

2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	

3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	

4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	

5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	

6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 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)(c), 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

SIGNATURE: _____ April 6, 1998 (502) 596-7300

25
4/8

CFR2E034 (10/97)

ATTACHMENT 1

12. Officers and Directors of Vencor Insurance Company.

<u>Name</u>	<u>Title</u>	<u>Street Address</u>	<u>City/State/Zip</u>
W. Bruce Lunsford	Director, President and Chief Executive Officer	400 West Market Street Suite 3300	Louisville, Kentucky 40202
Michael R. Barr	Director; Chief Operating Officer and Executive Vice President	400 West Market Street Suite 3300	Louisville, Kentucky 40202
W. Earl Reed, III	Director, Chief Financial Officer and Executive Vice President	400 West Market Street Suite 3300	Louisville, Kentucky 40202
Thomas T. Ladt	Director, Executive Vice President, Operations	400 West Market Street Suite 3300	Louisville, Kentucky 40202
James H. Gillenwater, Jr.	Director, Senior Vice President, Planning and Development	400 West Market Street Suite 3300	Louisville, Kentucky 40202
Jill L. Force	Senior Vice President, General Counsel, and Corporate Secretary	400 West Market Street Suite 3300	Louisville, Kentucky 40202
Richard A. Lechleiter	Vice President, Finance and Corporate Controller	400 West Market Street Suite 3300	Louisville, Kentucky 40202

2