

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90128 039 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business One Vencor Place
 21 680 South Fourth Street
 Suite, Apt. #, etc.
 22
 City & State: Louisville, KY
 23
 Zip: 40202-2412 Country: USA
 24

3. Date incorporated or Qualified: 02/16/1983
 4. FEI Number: 35-1536282 Applied For: Not Applicable
 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 owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
INSURANCE COMMISSIONER
FLORIDA DEPARTMENT OF INSURANCE
200 EAST GAINES STREET
TALLAHASSEE FL 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: FL

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	DPC	<input checked="" type="checkbox"/> DELETE
NAME	LUNSFORD, W. BRUCE	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40202	
TITLE	DCVP	<input checked="" type="checkbox"/> DELETE
NAME	BARR, MICHAEL R	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40202	
TITLE	DCVP	<input checked="" type="checkbox"/> DELETE
NAME	REED, W. EARL III	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40402	
TITLE	DVPO	<input checked="" type="checkbox"/> DELETE
NAME	LADT, THOMAS T	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40202	
TITLE	DSV	<input type="checkbox"/> DELETE
NAME	GILLENWATER, JAMES H JR.	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40202	
TITLE	SCS	<input type="checkbox"/> DELETE
NAME	FORCE, JILL L	
STREET ADDRESS	400 WEST MARKET STREET, SUITE 3300	
CITY-ST-ZIP	LOUISVILLE KY 40202	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	See Attached List	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	See Attached List	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	See Attached List	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	See Attached List	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	One Vencor Place, 680 South Fourth Street	
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	One Vencor Place, 680 South Fourth Street	
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)(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 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: *Brian K. Wood* Brian K. Wood 4/20/99 (502) 596-7300

CR2E034 (11/98)

Vencor Insurance Company

855552
532221-9012839

DIRECTORS:

Jill L. Force

Director

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

James H. Gillenwater, Jr.

Director

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Richard A. Schweinhart

Director

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Edward L. Kuntz

Chairman of the Board, Chief Executive Officer and President

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Richard A. Lechleiter

Vice President, Finance and Corporate Controller

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

OFFICERS:

Jill L. Force

Senior Vice President, General Counsel and Secretary

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

James H. Gillenwater, Jr.

Senior Vice President, Planning and Development

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Joseph L. Landenwich

Assistant Secretary

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Richard A. Schweinhart

Senior Vice President and Chief Financial Officer

Primary Address: One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

Vencor Insurance Company

Brian K. Wood

Vice President, Tax

Primary
Address:

One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412

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532221 90128-39

Edward L. Kuntz

Chief Executive Officer and President

Primary
Address:

One Vencor Place, 680 South Fourth Street
Louisville, KY 40202-2412