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FILED  
Apr 22 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 # F95000006133 (1)  
1. Corporation Name

SUNQUEST SPC, INC.

Principal Place of Business

Mailing Address

3. Date Incorporated or Qualified  
2-22-91

3a. Date of Last Report  
4-2-96

2. Principal Place of Business

2a. Mailing Address

21 8800 N. Gainey Center Drive

26 8800 N. Gainey Center Drive

4. FEI Number  
86-0686301

Applied For  
Not Applicable

22 Suite, Apt. #, etc.  
#245

27 Suite, Apt. #, etc.  
#245

5. Certificate of Status Desired  \$8.75 Additional Fee Required

23 City & State

28 City & State

6. Election Campaign Financing Trust Fund Contribution  \$5.00 May Be Added to Fees

23 Scottsdale AZ

28 Scottsdale AZ

24 Zip

25 Country

29 Zip

30 Country

24 85258

25 USA

29 85258

30 USA

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name Corporation Service Company

82 Street Address (P.O. Box Number is Not Acceptable)

83 1201 Hays Street

84 City Tallahassee

85 FL

86 Zip Code

32301-2525

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 type of president, clerk, or registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS  DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  Change  Addition

TITLE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

2.1 TITLE  Change  Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY - ST - ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

3.1 TITLE  Change  Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

4.1 TITLE  Change  Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

5.1 TITLE  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY, ST, ZIP

6.1 TITLE  Change  Addition  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY - ST - ZIP

14. I do 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.

SIGNATURE: William S. Peiser, Jr. William S. Peiser, Jr. 4/14/97 (602) 423-1954  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**OFFICERS/DIRECTORS OF SUNQUEST SPC, INC.**

(100% Wholly Owned Subsidiary of Unison HealthCare Corporation)

<b>NAME/ADDRESS</b>	<b>SOCIAL SECURITY #</b>	<b>RELATIONSHIP TO CORPORATION</b>
Jerry M. Walker 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	152-34-8742	President, Chief Executive Officer, Director
Phillip R. Rollins 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	424-90-0003	Executive Vice President, Chief Operating Officer, Corporate Secretary, Director
Paul J. Contris 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	538-72-1181	Executive Vice President, Acquisitions and New Business Development, Assistant Corporate Secretary, Director
Craig R. Clark 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	289-46-1021	Executive Vice President, Chief Financial Officer, Director
Terry Troxell 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	052-44-4652	Senior Vice President, Clinical Operations
William G. Allen, Jr. 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	418-66-5555	Senior Vice President, Operations
Lisa M. Beuche 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	532-64-4960	Vice President, Financial Reporting
Charles L. Cooper 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	182-50-6402	Vice President, Marketing
Amy C. Duncan 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	460-23-6465	Vice President, Human Resources
Shelley G. Greget 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	561-94-2321	Vice President, Reimbursement
Jerome L. Joseph 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	470-78-9065	Vice President, Treasurer, Assistant Corporate Secretary
Debbie Montoya 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	521-98-6276	Vice President, Field Accounting
William S. Peiser 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	559-70-0161	Vice President, Taxation
Lisa C. Turner 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	546-29-8701	Assistant Corporate Secretary