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May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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



DOCUMENT # F96000000820 (8)
1. Corporation Name
UTILIMED, INC.

Principal Place of Business: 40 SKOKIE BLVD., STE. 500 NORTHBROOK IL 60062
Mailing Address: 40 SKOKIE BLVD., STE. 500 NORTHBROOK IL 60062-1818

3. Date Incorporated or Qualified: 02/19/1996
3a. Date of Last Report

2. Principal Place of Business (21-24)
2a. Mailing Address (26-29)
22. Suite Apt #, etc (27)
23. City & State (28)
24. Zip (29) Country (30)

4. FEI Number: 36-3692630
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 has liability for intangible tax under s. 199.032 Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH 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
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: Signature (typed or printed name of registered agent and if applicable) (NOTE: Registered Agent signature required when re-registering) DATE

12. OFFICERS AND DIRECTORS
CP ADKINS, CARL R M.D. 930 GLOUCESTER CROSSING LAKE FOREST IL 60045
C CASTLEMAN, PETER 10 HUCKLEBERRY HILL RD. NEW CANAAN CT 06840
T MARK RICHARDS 881 HARVARD CT HIGHLAND PARK, IL 60035
D BLUTT, MITCHELL MD 57 E 90TH ST NEW YORK NY 10128
V KELLER, BRAD 313 E SCRANTON LAKE BLUFF IL 60044
S RUBINSTEIN, LAWRENCE 540 DUNDEE RD GLENCOE IL 60022

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE: BOARD MEMBER
2.2 NAME: JEFFREY R. JAY, M.D.
2.3 STREET ADDRESS: 39 ROCK RIDGE AVE GREENWICH, CT 06831
2.4 CITY-ST-ZIP
3.1 TITLE: BOARD MEMBER
3.2 NAME: JONAS L. SPEINMAN
3.3 STREET ADDRESS: 1520 YORK AVE #23B
3.4 CITY-ST-ZIP: NEW YORK, NY 10028
4.1 TITLE: CASTLEMAN, PETER
4.2 NAME: CASTLEMAN, PETER
4.3 STREET ADDRESS: 237 GREENLEY ROAD
4.4 CITY-ST-ZIP: NEW CANAAN, CT 06840
5.1 TITLE
5.2 NAME: 800002530898
5.3 STREET ADDRESS: -05/21/98--01004--027
5.4 CITY-ST-ZIP: ***150.00
6.1 TITLE
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.

CR2E034 (9/96)

12/5/98