

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

FILED
Apr 23 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # F97000001105 (2)
 1. Corporation Name
BEACON HEALTH SYSTEMS, INC.

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|---|---|
| Principal Place of Business 2511 PONCE DE LEON BLVD., 5TH FL. CORAL GABLES FL 33134 | Mailing Address 2511 PONCE DE LEON BLVD., 5TH FL. CORAL GABLES FL 33134 |
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DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|--|---|--|---|--|
| 2. Principal Place of Business 21 2511 PONCE DE LEON BLVD., 5TH FL. CORAL GABLES FL 33134 | | 2a. Mailing Address 26 P.O. Box 14-9080 | | 3. Date Incorporated or Qualified 03/04/1997 | |
| 22 Suite, Apt. #, etc. | | 27 Suite, Apt. #, etc. | | 4. FEI Number 65-0624851 | |
| 23 City & State | | 28 Coral Gables, FL | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 24 Zip | | 29 33114-9080 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 25 Country | | 30 USA | | 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 INSURANCE COMMISSIONER CAPITOL TALLAHASSEE FL 32399-0300 | | | | 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|---|
| TITLE | CP <input type="checkbox"/> DELETE | 1.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | NOONAN, RAYMOND E | 1.2 NAME | Michael F. Cronin |
| STREET ADDRESS | 2430 BARCELONA DR. | 1.3 STREET ADDRESS | One Federal Street, 21st Floor |
| CITY-ST-ZIP | FT. LAUDERDALE FL 33301 | 1.4 CITY-ST-ZIP | Boston, MA 02110 |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PLANA, NESTOR J | 2.2 NAME | |
| STREET ADDRESS | 1110 COUNTRY CLUB PRADO | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | CORAL GABLES FL 33134 | 2.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DUTHIE, ANGUS M | 3.2 NAME | |
| STREET ADDRESS | TEN SOUTH WACKER DR., STE. 2575 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHICAGO IL 60606 | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BUCHANAN, STEPHEN W | 4.2 NAME | |
| STREET ADDRESS | 2700 COLTSGATE RD., STE. 202 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHARLOTTE NC 28211 | 4.4 CITY-ST-ZIP | |
| TITLE | S <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | YOUNG, FRANK L | 5.2 NAME | |
| STREET ADDRESS | 1115 COUNTRY CLUB PRADO | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | CORAL GABLES FL 33134 | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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.

SIGNATURE: _____ **4-17-98 (305) 460 2000**

CR2E034 (10/97)