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Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90102 021 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000001105

1. Corporation Name
BEACON HEALTH SYSTEMS, INC.

Principal Place of Business 2511 PONCE DE LEON BLVD., 5TH FL. CORAL GABLES FL 33134	Mailing Address PO BOX 14-9080 CORAL GABLES FL 33114-080 US
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DO NOT WRITE IN THIS SPACE -

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 P.O. Box 14-9080 27 Suite, Apt. #, etc. 28 Coral Gables, Florida 29 33114-9080 30 USA
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3. Date Incorporated or Qualified 03/04/1997	4. FEI Number 65-0624851	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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 the current year Intangible Personal Property Tax. <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 Insurance Commissioner/Capitol
82 Street Address (P.O. Box Number is Not Acceptable) 200 East Gaines Street
83
84 City Tallahassee
85 Zip Code FL 32399

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	P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NOONAN, RAYMOND E	1.2 NAME	NOONAN, RAYMOND E.
STREET ADDRESS	2430 BARCELONA DR.	1.3 STREET ADDRESS	2503 Sea Island Drive
CITY-ST-ZIP	FT. LAUDERDALE FL 33301	1.4 CITY-ST-ZIP	Ft. Lauderdale, Florida 33301
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	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUTHIE, ANGUS M	3.2 NAME	DUTHIE, ANGUS M.
STREET ADDRESS	TEN SOUTH WACKER DR., STE. 2575	3.3 STREET ADDRESS	2551 Shannon Road
CITY-ST-ZIP	CHICAGO IL 60606	3.4 CITY-ST-ZIP	Northbrook, IL 60062
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHANAN, STEPHEN W	4.2 NAME	BUCHANAN, STEPHEN W.
STREET ADDRESS	2700 COLTSGATE RD., STE. 202	4.3 STREET ADDRESS	337 Forest Trail Drive
CITY-ST-ZIP	CHARLOTTE NC 28211	4.4 CITY-ST-ZIP	Matthews, NC 28105
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	S/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YOUNG, FRANK L	5.2 NAME	YOUNG, FRANK L.
STREET ADDRESS	1115 COUNTRY CLUB PRADO	5.3 STREET ADDRESS	1115 Country Club Prado
CITY-ST-ZIP	CORAL GABLES FL 33134	5.4 CITY-ST-ZIP	Coral Gables, Florida 33134
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRONIN, MICHAEL F	6.2 NAME	CRONIN, MICHAEL F.
STREET ADDRESS	1 FEDERAL ST 21ST FL	6.3 STREET ADDRESS	46 Westland Road
CITY-ST-ZIP	BOSTON MA 02110	6.4 CITY-ST-ZIP	Weston, MA 02193

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: _____ March 4, 1999 (305) 774-2591
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)