


FILE NOW: FILING FEE IS \$61.25

FILED
Apr 28 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N93000005558 (2)
 1. Corporation Name
HEALTHYWAYS, INC.

Principal Place of Business 555 NORTH JEFFERSON STREET MONTICELLO FL 32344	Mailing Address 555 NORTH JEFFERSON STREET MONTICELLO FL 32344
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3. Date Incorporated or Qualified
12/10/1993

4. FEI Number 59-1143105	Applied For <input type="checkbox"/> Yes <input type="checkbox"/> No
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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5. Certificate of Status Desired **\$8.75 Additional Fee Required**

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

7. Is this nonprofit corporation a homeowners association?
 Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

**MILLER, GEORGE W
 240 WEST WASHINGTON STREET
 MONTICELLO FL 32344**

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEMOTT, HERBERT G	1.2 NAME	
STREET ADDRESS	ROUTE 1 BOX 197	1.3 STREET ADDRESS	
CITY-ST-ZIP	MONTICELLO FL 32344	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUPPY, HAROLD	2.2 NAME	
STREET ADDRESS	P.O. BOX 626 N/A	2.3 STREET ADDRESS	
CITY-ST-ZIP	MONTICELLO FL	2.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WRIGHT, GARY	3.2 NAME	
STREET ADDRESS	P.O. BOX 340 N/A	3.3 STREET ADDRESS	
CITY-ST-ZIP	MONTICELLO FL	3.4 CITY-ST-ZIP	
TITLE	STD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROCKER, CARRIE	4.2 NAME	
STREET ADDRESS	P.O. BOX 550 N/A	4.3 STREET ADDRESS	
CITY-ST-ZIP	MONTICELLO FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	STD GRUBBS, JANA
STREET ADDRESS		5.3 STREET ADDRESS	ROUTE 1, BOX 163-B
CITY-ST-ZIP		5.4 CITY-ST-ZIP	LAMONT, FL 32336
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Herbert G Demott* 4/22/98 850-997-2646

CR2E037 (10/97)