

FILE NOW: FILING FEE IS \$61.25

FILED
Jan 27, 1999 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

01-27-1999 90025 020 *****61.25

DOCUMENT # N93000005558

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



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		12/10/1993	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-1143105	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23		28		\$8.75 Additional Fee Required	
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
24		29		\$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
MILLER, GEORGE W. 240 WEST WASHINGTON STREET MONTICELLO FL 32344				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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

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	D	<input type="checkbox"/> DELETE		2.1 TITLE	<input 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	PD	<input type="checkbox"/> DELETE		3.1 TITLE	<input 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 type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	GRUBBS, JANA			4.2 NAME			
STREET ADDRESS	RT 1 BOX 163 B			4.3 STREET ADDRESS			
CITY-ST-ZIP	LAMONT FL 32336			4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				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 617, 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: *Katherine Harris* 1-8-99 997-2696
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)