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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N98000004562

1. Corporation Name

THE VILLAGES TRI-COUNTY MEDICAL CENTER, INC.

* 1 5 5 8 0 12 *
 155075 90069 12

Principal Place of Business

1400 US HWY 441 NORTH
 SUITE 930
 THE VILLAGES FL 32159

Mailing Address

1400 US HWY 441 NORTH
 SUITE 930
 THE VILLAGES FL 32159



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country 30

3. Date Incorporated or Qualified

08/07/1998

4. FEI Number
 59-3527036

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

9. Name and Address of Current Registered Agent

UPTON, TERRY
 1400 US HWY 441 NORTH
 SUITE 930
 THE VILLAGES FL 32159

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	UPTON, TERRY	
STREET ADDRESS	1400 US HWY 441 NORTH STE 930	
CITY-ST-ZIP	THE VILLAGES FL 32159	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MORSE, SHARON	
STREET ADDRESS	1100 MAIN STREET	
CITY-ST-ZIP	THE VILLAGES FL 32159	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WISE, JOHN	
STREET ADDRESS	1100 MAIN STREET	
CITY-ST-ZIP	THE VILLAGES FL 32159	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DRAKE, STEVEN	
STREET ADDRESS	1100 MAIN STREET	
CITY-ST-ZIP	THE VILLAGES FL 32159	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KILLINGSWORTH, MIKE	
STREET ADDRESS	903 AVENIDA CENTRAL, CITIZENS FIRST BANK	
CITY-ST-ZIP	THE VILLAGES FL 32159	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WAGGONER, DON	
STREET ADDRESS	557 CARRERA DRIVE	
CITY-ST-ZIP	THE VILLAGES FL 32159	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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)(l), 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:

Signature Registered, President
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/13/99
 Date

352-753-6900
 Daytime Phone #

CR2E037 (1/98)