

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

FILED
Mar 14, 1999 8:00 am
Secretary of State

03-14-1999 90017 016 ***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 # P02811
 1. Corporation Name
APRIA HEALTHCARE, INC.

Principal Place of Business 3560 HYLAND AVENUE COSTA MESA CA 92626 US	Mailing Address 3560 HYLAND AVENUE COSTA MESA CA 92626 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

3. Date Incorporated or Qualified 07/24/1984	
4. FEI Number 33-0057155	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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

12. OFFICERS AND DIRECTORS

TITLE	PBGO	<input type="checkbox"/> DELETE
NAME	HIGBY, LAWRENCE M.	
STREET ADDRESS	3560 HYLAND AVENUE	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE	AVC	<input checked="" type="checkbox"/> DELETE
NAME	SMALLEN, LAWRENCE H.	
STREET ADDRESS	3560 HYLAND AVENUE	
CITY-ST-ZIP	COSTA MESA CA	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	HOLCOMBE, ROBERT S	
STREET ADDRESS	3560 HYLAND AVENUE	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	P, CO
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	EVP, CFO
2.3 STREET ADDRESS	Maney, John C.
2.4 CITY-ST-ZIP	3560 Hyland Avenue Costa Mesa, CA 92626
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 checked="" type="checkbox"/> Addition
5.2 NAME	CEO, D
5.3 STREET ADDRESS	Carter, Philip L.
5.4 CITY-ST-ZIP	3560 Hyland Avenue Costa Mesa, CA 92626
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 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: Robert S. Holcombe 03/01/99 (714) 427-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)