FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P33676** (8)

1. Corporation Name
FRESENIUS NATIONAL MEDICAL CARE HOLDINGS, INC.

Principal Place of Business	Mailing Address
ONE TOWN CENTER ROAD BOCA RATON FL 33486	ONE TOWN CENTER ROAD BOCA RATON FL 33486-1002

3. Date Incorporated or Qualified: 04/17/1991
3a. Date of Last Report: 04/15/1996

2. Principal Place of Business
21: 95 HAYDEN AVENUE
22: Suite, Apt. #, etc.
23: LEXINGTON,
24: MA
25: 02173
Country:

2a. Mailing Address
26: SAME
27: Suite, Apt. #, etc.
28: City & State
29: Zip
30: Country

4. FEI Number: 13-3461988 ☐ 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

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	☒ DELETE	1.1 TITLE	☐ Change ☒ Addition
NAME	HOLMES, THOMAS A.		1.2 NAME	
STREET ADDRESS	ONE TOWN CTR RD		1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		1.4 CITY-ST-ZIP	
TITLE	EVP	☒ DELETE	2.1 TITLE	☐ Change ☒ Addition
NAME	KOHNKEN, DONALD H		2.2 NAME	
STREET ADDRESS	ONE TOWN CTR RD		2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		2.4 CITY-ST-ZIP	
TITLE	VCFO	☒ DELETE	3.1 TITLE	☐ Change ☒ Addition
NAME	HOUCHIN, PETER D.		3.2 NAME	
STREET ADDRESS	HOUS		3.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		3.4 CITY-ST-ZIP	
TITLE	T	☒ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	HOUCHIN, PETER D.		4.2 NAME	
STREET ADDRESS	ONE TOWN CTR RD		4.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		4.4 CITY-ST-ZIP	
TITLE	S	☒ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	LAMM, ROBERT B.		5.2 NAME	
STREET ADDRESS	ONE TOWN CTR RD		5.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		5.4 CITY-ST-ZIP	
TITLE	PCEO	☒ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME	COSTELLO, ALBERT J.		6.2 NAME	
STREET ADDRESS	ONE TOWN CTR RD		6.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL		6.4 CITY-ST-ZIP	

SEE ATTACHED

CR2E034 (9/96)

14. I do 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.

SIGNATURE _____

FRESENIUS NATIONAL MEDICAL CARE HOLDINGS, INC.
LIST OF DIRECTORS AND OFFICERS

EFFECTIVE 01/01/1997

DIRECTORS	OFFICE HELD	SS NUMBER	HOME ADDRESS
MATHIAS KLINGLER	DIRECTOR	NONE	C/O FRESENIUS AG PHILOSOPHENWEG 53 HAMBURG, D-22763
DR. GERD KRICK	DIRECTOR	NONE	C/O FRESENIUS OBERUSEL, GERMANY
BEN LIPPS. PH.D.	DIRECTOR	305-44-0223	24 SEQUOIA LANE WALNUT CREEK, CA 94595
UDO WERLE	DIRECTOR	NONE	C/O FRESENIUS OBERUSEL, GERMANY
WILLIAM GRIECO	DIRECTOR	043-50-0983	115 MARLBOROUGH STREET BOSTON, MA 02116
GEOFFREY W. SWETT	DIRECTOR	144-40-8739	42 KINGS WAY WALTHAM, MA 02154

OFFICERS	OFFICE HELD	SS NUMBER	HOME ADDRESS
BEN LIPPS. PH.D.	PRESIDENT ASS'T SECRETARY	305-44-0223	24 SEQUOIA LANE WALNUT CREEK, CA 94595
GEOFFREY W. SWETT	V. PRESIDENT	144-40-8739	42 KINGS WAY WALTHAM, MA 02154
MATHIAS KLINGLER	V. PRESIDENT	NONE	C/O FRESENIUS OBERUSEL, GERMANY
UDO WERLE	TREASURER	NONE	C/O FRESENIUS OBERUSEL, GERMANY
WILLIAM GRIECO	SECRETARY	043-50-0983	115 MARLBOROUGH STREET BOSTON, MA 02116

CORPORATE HEADQUARTERS:
TWO LEDGEMONT CENTER
95 HAYDEN AVENUE
LEXINGTON, MA 02173
TELEPHONE #:(617)402-9000