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**May 02 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 # P94000054850 (0)
1. Corporation Name
HOUSECALL MEDICAL EQUIPMENT, INC.



Principal Place of Business: 305 N HURSTBOURNE PKWY SUITE 120 LOUISVILLE KY 40222 US
Mailing Address: 305 NORTH HURSTBOURNE PKWY SUITE 120 LOUISVILLE KY 40222-5146 US

2. Principal Place of Business: 21 1000 Abernathy Road, Suite, Apt. #, etc. 22 Bldg. 4, Suite 1825, City & State 23 Atlanta, Georgia, Zip 24 30328, Country 25 Fulton
2a. Mailing Address: 26 1000 Abernathy Road, Suite, Apt. #, etc. 27 Bldg. 4, Suite 1825, City & State 28 Atlanta, Georgia, Zip 29 30328, Country 30 Fulton

3. Date Incorporated or Qualified: 07/25/1994
3a. Date of Last Report: 04/05/1996
4. FEI Number: 61-1266336
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

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: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-issuing) DATE

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---|--|
| TITLE | CEO | <input checked="" type="checkbox"/> DELETE |
| NAME | GORDON, J. PAUL | |
| STREET ADDRESS | 305 NORTH HURSTBOURNE PKWY SUITE E120 | |
| CITY-ST-ZIP | LOUISVILLE KY | |
| TITLE | P | <input checked="" type="checkbox"/> DELETE |
| NAME | GORDON, BLAIR S | |
| STREET ADDRESS | 305 N HURSTBOURNE PKWY STE 120 | |
| CITY-ST-ZIP | LOUISVILLE KY | |
| TITLE | TSD | <input checked="" type="checkbox"/> DELETE |
| NAME | BIBB, PETER | |
| STREET ADDRESS | 1300 EMASSY SQUARE | |
| CITY-ST-ZIP | LOUISVILLE KY | |
| TITLE | CP | <input checked="" type="checkbox"/> DELETE |
| NAME | SHAUNNESSY, GEORGE D. | |
| STREET ADDRESS | 1300 EMASSY SQUARE | |
| CITY-ST-ZIP | LOUISVILLE KY | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | SMALL, HAROLD W. | |
| STREET ADDRESS | 1000 ABERNATHY ROAD BLDG 400 SUITE 1825 | |
| CITY-ST-ZIP | ATLANTA GA | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|---------------------------------------|--|
| 1.1 TITLE | CEO, President & Director | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | Daniel C. Kohl | |
| 1.3 STREET ADDRESS | 1000 Abernathy Rd, Bldg 4, Suite 1825 | |
| 1.4 CITY-ST-ZIP | Atlanta, Georgia 30328 | |
| 2.1 TITLE | Secretary | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME | Sonya K. Lay | |
| 2.3 STREET ADDRESS | 117 Center Park Drive, Suite 201 | |
| 2.4 CITY-ST-ZIP | Knoxville, TN 37922 | |
| 3.1 TITLE | Treasurer & Director | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Fred C. Follmer | |
| 3.3 STREET ADDRESS | 1000 Abernathy Rd, Bldg 4, Suite 1825 | |
| 3.4 CITY-ST-ZIP | Atlanta, Georgia 30328 | |
| 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 | Vice President & Director | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | Harold W. Small | |
| 5.3 STREET ADDRESS | 1000 Abernathy Rd, Bldg 4, Suite 1825 | |
| 5.4 CITY-ST-ZIP | Atlanta, Georgia 30328 | |
| 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 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: *[Handwritten Signature]* 4/27/97 1122153 21614

CR2E034 (9/96)