

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

FILED
Mar 17 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 # P96000063716 (0)

1. Corporation Name
HD&S CORP. SUCCESSOR, INC.



Principal Place of Business ONE PARK PLAZA NASHVILLE TN 37203	Mailing Address ONE PARK PLAZA NASHVILLE TN 37203
---	---

3. Date Incorporated or Qualified 07/30/1996	3a. Date of Last Report
---	-------------------------

21. Principal Place of Business Suite, Apt #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address P.O. Box 750 Suite, Apt #, etc.	27. City & State Nashville, TN	28. Zip 37202	29. Country USA	30. Country
---	------------------	---------	-------------	-------------	---	-----------------------------------	------------------	--------------------	-------------

4. FEI Number 62-1657694	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301	81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83.	84. City	85. Zip Code FL
---	----------	--	-----	----------	--------------------

10. Name and Address of New Registered Agent
--

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D/SVP/AS	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BRAUN, STEPHEN T		1.2 NAME	
STREET ADDRESS ONE PARK PLAZA		1.3 STREET ADDRESS	
CITY- ST- ZIP NASHVILLE TN 37203		1.4 CITY- ST- ZIP	
TITLE D/SVP/AT	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DONAHEY, KENNETH C		2.2 NAME	
STREET ADDRESS ONE PARK PLAZA		2.3 STREET ADDRESS	
CITY- ST- ZIP NASHVILLE TN 37203		2.4 CITY- ST- ZIP	
TITLE D/SVP	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ELTON, ROSALYN S		3.2 NAME	
STREET ADDRESS ONE PARK PLAZA		3.3 STREET ADDRESS	
CITY- ST- ZIP NASHVILLE TN 37203		3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	John M. Franck II
STREET ADDRESS		4.3 STREET ADDRESS	One Park Plaza
CITY- ST- ZIP		4.4 CITY- ST- ZIP	Nashville, TN 37203
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 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:  JOHN M. FRANCK II
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 6/15/344-5881
6/15/344-5881

CR2E034 (9/96)

July 15, 1996

**OFFICERS AND DIRECTORS
OF
HD&S CORP. SUCCESSOR, INC.**

Jim Fleetwood	President	7975 NW 154th St., #400A Miami Lakes, FL 33016
*Stephen T. Braun	Senior Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
*Kenneth C. Donahey	Senior Vice President and Assistant Treasurer	One Park Plaza Nashville, TN 37203
Joseph Swedish	Senior Vice President	2111 Glenwood Drive, #100 Winter Park, FL 32792-3309
Joseph D. Moore	Senior Vice President	One Park Plaza Nashville, TN 37203
Richard A. Schweinhart	Senior Vice President	One Park Plaza Nashville, TN 37203
David G. Anderson	Vice President and Assistant Treasurer	One Park Plaza Nashville, TN 37203
David T. Bradford	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Bettye D. Daugherty	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
*Rosalyn S. Elton	Vice President	One Park Plaza Nashville, TN 37203
James D. Hinton	Vice President	1401 Mitchell Avenue Jeffersonville, IN 47131
Dan Slipkovich	Vice President	7975 NW 154th Street, #400A Miami Lakes, FL 33016
R. Milton Johnson	Vice President	One Park Plaza Nashville, TN 37203
David J. Malone, Jr.	Vice President	One Park Plaza Nashville, TN 37203
Rachel A. Seifert	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Lynn Dick	Vice President	2111 Glenwood Drive, #100 Winter Park, FL 32792-3309
John M. Franck II	Secretary	One Park Plaza Nashville, TN 37203

***Directors (Florida)**

Persons employed in the capacity of Chief Executive Officer, Chief Financial Officer, and Assistant Administrator of facilities owned and/or operated by this Corporation, are authorized by the Board of Directors of this Corporation to negotiate and enter into contracts and agreements necessary in the conduct of the day-to-day business of such facility, including, but not limited to, physician contracts, leases, purchase agreements, etc., which with the advice of legal counsel, shall be deemed appropriate and advisable, and to execute and deliver Certificates of Resolution required in connection with such contracts and agreements.