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May 08 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 # 578881 (5)

1. Corporation Name
GALENCARE, INC.

Principal Place of Business
ONE PARK PLAZA
P.O. BOX 740026 ATTN: TAX DEPT.
NASHVILLE TN 37203
US

Mailing Address
P.O. BOX 520
ATTN: TAX DEPT
NASHVILLE TN 37202-0520
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26 PO Box 750		07/19/1978		05/01/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number		Applied For	
23 City & State		28 Nashville TN		61-0947837		Not Applicable	
24 Zip		29 37202		5. Certificate of Status Desired		8.75 Additional Fee Required	
25 Country		30 USA		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
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, type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input type="checkbox"/> DELETE		1.1 TITLE		<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MOEN, DANIEL J			1.2 NAME	Fleetwood, Jim		
STREET ADDRESS	ONE PARK PLAZA			1.3 STREET ADDRESS			
CITY-ST-ZIP	NASHVILLE TN			1.4 CITY-ST-ZIP			
TITLE	DSVP	<input type="checkbox"/> DELETE		2.1 TITLE		<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SCHWEINHART, RICHARD A			2.2 NAME	Donahay, Kenneth		
STREET ADDRESS	ONE PARK PLAZA			2.3 STREET ADDRESS			
CITY-ST-ZIP	NASHVILLE TN			2.4 CITY-ST-ZIP			
TITLE	DSVS	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BRAUN, STEPHEN T			3.2 NAME			
STREET ADDRESS	ONE PARK PLAZA			3.3 STREET ADDRESS			
CITY-ST-ZIP	NASHVILLE TN			3.4 CITY-ST-ZIP			
TITLE	DSVT	<input type="checkbox"/> DELETE		4.1 TITLE		<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	GOLBY, DAVID C			4.2 NAME	Elton, Rosalyn		
STREET ADDRESS	ONE PARK PLAZA			4.3 STREET ADDRESS			
CITY-ST-ZIP	NASHVILLE TN			4.4 CITY-ST-ZIP			
TITLE	SVP	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MOORE, JOSEPH D			5.2 NAME			
STREET ADDRESS	ONE PARK PLAZA			5.3 STREET ADDRESS			
CITY-ST-ZIP	NASHVILLE TN			5.4 CITY-ST-ZIP			
TITLE	VPAT	<input checked="" type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	ANDERSON, DAVID G			6.2 NAME	Frank II, John M.		
STREET ADDRESS	ONE PARK PLAZA			6.3 STREET ADDRESS	One Park Plaza		
CITY-ST-ZIP	NASHVILLE TN			6.4 CITY-ST-ZIP	Nashville, TN 37203		

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

0476737

CR2E034 (9/96)