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FILED
May 18 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 763488 (4)
 1. Corporation Name
THE GENESIS HEALTH FOUNDATION, INC.



Principal Place of Business 3627 UNIVERSITY BLVD., S. STE #840 JACKSONVILLE FL 32216 US	Mailing Address 3627 UNIVERSITY BLVD., S. SUITE 840 JACKSONVILLE FL 32216
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3. Date Incorporated or Qualified 05/28/1982
4. FEI Number 59-2249340
Applied For <input type="checkbox"/> Not Applicable

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

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
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**GEIGER, ALLAN T.
 1301 RIVERPLACE BLVD
 SUITE 1500
 JACKSONVILLE FL 32207**

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP BROWN, J. BROOKS, M.D. 6996 SAN FERNANDO DR. JACKSONVILLE FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D JACKSON JR, FRED C. 12284 ARBOR DRIVE PONTE VEDRA BCH FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D JOHNSON, DAVIS M. 207 SAN JUAN DR PONTE VERDE BCH FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ABATE, M ANDREW 42 TIFTON WAY S. PONTE VEDRA BCH FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DST BAER, DOUGLS M. 2029 MARYE BRYANT LOOP N. NEPTUNE BCH FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BAHRI, GEORGE A. M 6100 KENNERLY RD. JACKSONVILLE FL	<input checked="" type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
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 type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
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)(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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *George A. M. Bahri* 4/24/98 904-391-1205
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0005524

CR2E037 (10/97)

THE GENESIS HEALTH FOUNDATION, INC.

The following are additions:

Title: D

Barton, Claire
611 Ponte Vedra Blvd., #126
Ponte Vedra Beach, FL 32082

Title: D

Callahan, James M.
4500 Salisbury Road
Jacksonville, FL 32247

Title: D

Daniel, Ruth
12851 Micanopy Lane
Jacksonville, FL 32223

Title: D

Decker, Gary A.,
2931 DuPont Ave.
Jacksonville, FL 32217

Title: D

Hand, Mark S.
12611 Mission Hills Cr., N.
Jacksonville, FL 32225

Title: D

Healy, Thomas C.
8754 Autumn Green Dr.
Jacksonville, FL 32256

Title: D

Houser, Franklin C., Jr.
5804 Cedar Oaks Drive
Jacksonville, FL 32210

Title: D

Mathis, Donald C.
2145 Hawkcrest Drive, E.
Jacksonville, FL 32259

Title: D

Milligan, James W.
2803 Ridge Field Court
Jacksonville, FL 32257

Title: D

Price, JoAnn
8269 Sanlando Ave.
Jacksonville, FL 32211

Title: D

Redington, Kathryn
6939 San Jose Blvd.
Jacksonville, FL 32217

Title: D

Shad, Marilyn T.
811 Point LaVista, N.
Jacksonville, FL 32207

Title: D

Sherrer, Linda H.
100 Twelve Oaks Lane
Ponte Vedra, FL 32082

Title: D

Shields, Paul J.
6660 Epping Forrest Way, N.
Jacksonville, FL 32217

Title: D

Sneed, Gary W.
116 Carriage Lamp Way
Ponte Vedra Beach, FL 32082

Title: D

Wilson, Nathan H.
51 Cat Road
Ponte Vedra Beach, FL 32082

Title: D

Wilson S. Kenneth
3599 University Blvd., South
Jacksonville, FL 32216

Title: D

Wirth, Jeffrey J.
3825 Fanwick Island Drive
Jacksonville, FL 32224

**THE GENESIS HEALTH
FOUNDATION, INC. (Cont'd.)**

Title: D

Wright, Donald C.
3904 Barcelona Ave.
Jacksonville, Fl 32207

Title: D

Wright, Phillip E.
3556 Silvery Lane
Jacksonville, FL 32217

Title: D

Fields, Zachary R.
4020 Turnberry Court
Jacksonville, FL 32225