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Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90039 021 ****61.50

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 763488

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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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 05/28/1982
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2249340
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

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
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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 _____ 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 DP <input type="checkbox"/> DELETE	NAME BROWN, J. BROOKS, M.D.	1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 6998 SAN FERNANDO DR.	CITY-ST-ZIP JACKSONVILLE FL	1.2 NAME	1.3 STREET ADDRESS 3627 University Blvd., S.
		1.4 CITY-ST-ZIP	Jacksonville, FL 32216
TITLE D <input type="checkbox"/> DELETE	NAME JACKSON JR, FRED C.	2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 12284 ARBOR DRIVE	CITY-ST-ZIP PONTE VEDRA BCH FL	2.2 NAME	2.3 STREET ADDRESS 101 Century Drive, Suite 210
		2.4 CITY-ST-ZIP	Jacksonville, FL 32216
TITLE D <input type="checkbox"/> DELETE	NAME JOHNSON, DAVIS M.	3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 207 SAN JUAN DR	CITY-ST-ZIP PONTE VERDE BCH FL	3.2 NAME	3.3 STREET ADDRESS 3627 University Blvd., S.
		3.4 CITY-ST-ZIP	Jacksonville, FL 32216
TITLE D <input type="checkbox"/> DELETE	NAME ABATE, M ANDREW	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 42 TIFTON WAY S.	CITY-ST-ZIP PONTE VEDRA BCH FL	4.2 NAME	4.3 STREET ADDRESS
		4.4 CITY-ST-ZIP	
TITLE DST <input type="checkbox"/> DELETE	NAME BAER, DOUGLS M.	5.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 2029 MARYE BRYANT LOOP N.	CITY-ST-ZIP NEPTUNE BCH FL	5.2 NAME	5.3 STREET ADDRESS 3627 University Blvd., S.
		5.4 CITY-ST-ZIP	Jacksonville, FL 32216
TITLE <input type="checkbox"/> DELETE	NAME	6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
STREET ADDRESS		6.2 NAME	D Hand, S. Mark
CITY-ST-ZIP		6.3 STREET ADDRESS	225 Water Street
		6.4 CITY-ST-ZIP	Jacksonville, FL 32202

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, with all other like empowered.

SIGNATURE: _____ DATE: 3/2/99 DAYTIME PHONE #: 904-391-1205

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)

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THE GENESIS HEALTH FOUNDATION, INC.

The following are additions:

Title: D

Ronald M. Baker
1719 Swimming Salmon Place, N.
Jacksonville, FL 32225

Title: D

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

Title: D

Callahan, James M.
9080 Marsh View Court
Ponte Vedra, FL 32082

Title: D

Chally, Pamela S.
12907 Huntley Manor Dr.
Jacksonville, FL 32224

Title: D

Daniel, Ruth
12851 Micanopy Lane
Jacksonville, FL 32223

Title: D

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

Title: D

Franklin, Fred D., ESq.
7595 Baymeadows Cr., W. #2208
Jacksonville, FL 32256

Title: D

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

Title: D

Hutton, Donald H.
10135 Gate Parkway, N., #1606
Jacksonville, FL 32246

Title: D

Lomax, Lee
10063 Heather Lake Ct., W.
Jacksonville, FL 32256

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
2874 San Fernando Rd.
Jacksonville, FL 32217

Title: D

Shad, Merilyn 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: DC

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

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

Title: D

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

Title: D

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

Title: D

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

Title: D

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