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Apr 13 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 767267 (8)
1. Corporation Name
BAPTIST HEALTH AFFILIATES, INC.



Principal Place of Business: 1717 NORTH 'E' ST., SUITE 320, P.O. BOX 17500, PENSACOLA FL 32522, US

Mailing Address: 1717 NORTH 'E' ST., SUITE 320, P.O. BOX 17500, PENSACOLA FL 32522, US

3. Date Incorporated or Qualified: 03/02/1983

4. FEI Number: 59-2425149

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

7. Is this nonprofit corporation a homeowners association? Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-sections for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: MITCHEM, W. SPENCER, 3 WEST GARDEN ST, PENSACOLA FL 32501

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, State (FL), and 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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MOTT, ROGER C.	1.2 NAME	Marjorie T. Moore
STREET ADDRESS	7823 APOLLO DRIVE	1.3 STREET ADDRESS	204 Bayou Blvd.
CITY-ST-ZIP	PENSACOLA FL 32506	1.4 CITY-ST-ZIP	Pensacola, FL 32503
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HICKS, LARRY K	2.2 NAME	
STREET ADDRESS	316 S BAYLEN STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL 32501	2.4 CITY-ST-ZIP	32501
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JONES JR, ELBERT	3.2 NAME	
STREET ADDRESS	302 N BARCELONA ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL 32501	3.4 CITY-ST-ZIP	32501
TITLE	STD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'SULLIVAN, MORT, III	4.2 NAME	
STREET ADDRESS	316 S BAYLEN S250	4.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL 32501	4.4 CITY-ST-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WESTMORELAND, J. LOFTON	5.2 NAME	
STREET ADDRESS	P O BOX 1792 NA	5.3 STREET ADDRESS	220 W. Garden St.
CITY-ST-ZIP	PENSACOLA FL	5.4 CITY-ST-ZIP	32501
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KEHOE, JOYCE	6.2 NAME	
STREET ADDRESS	1948 TANBARK DR.	6.3 STREET ADDRESS	
CITY-ST-ZIP	MILTON FL 32583	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: _____ DATE: 3/29/98 950/460 2345

CR2E037 (10/97)

BAPTIST HEALTH AFFILIATES, INC.

Pensacola, Florida

BOARD OF DIRECTORS

Chairman, J. Lofton Westmoreland
Vice Chairman, Paul L. Young
Secretary-Treasurer, J. Mort O'Sullivan, III
Assistant Secretary, Joyce Kehoe

Terms Expire 1999

William Jordan (7/96)
Safety Sales and Rentals
4228 Highway 4
Jay, FL 32565
675-3181 or 2115
fax 675-4273

J. Mort O'Sullivan, III (1996)
O'Sullivan and Hicks, CPAs
316 S. Baylen St., Ste. 250
Pensacola, FL 32501
435-7222 fax 435-2888

Harold Sorrells (1997)
Sorrells Trucking, Inc.
1118 Highway 84-E
Opp, AL 36467
334/493-3697 fax 493-9784

J. Lofton Westmoreland (1994)
Attorney at Law
220 W. Garden St.
Pensacola, FL 32501
434-3541 fax 435-8381

Terms Expire 2000

Larry K. Hicks (1997)
O'Sullivan and Hicks, CPAs
316 S. Baylen St., Ste. 250
Pensacola, FL 32501
435-7257 fax 435-2888

Elbert Jones, Jr., Vice Pres. (1997)
Community Equity Investments, Inc.
302 N. Barcelona Street
Pensacola, FL 32501
595-6234 fax 444-2264

W. Herbert Sadler, Jr., D.Min. (1996)
Gulf Breeze United Methodist Church
75 Fairpoint Dr.
Gulf Breeze, FL 32561
932-3594 fax 932-3599

C. David Smith, M.D. (1997)
217 S. Alabama St.
Jay, FL 32565
675-4546 fax 675-4548

Terms Expire 2001

R. Jerry Jackson (6/95)
First National Bank
227 Belleville Ave.
Brewton, AL 36427
334/867-3231 fax 867-4220

Marjorie T. Moore (1998)
204 Bayou Boulevard
Pensacola, FL 32503
434-70022 fax 434-7061

Paul L. Young, Regional Mgr. (1996)
BellSouth
605 W. Garden St., Rm. 220
Pensacola, FL 32501
436-1122 fax 436-1124