

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

FILED
Apr 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 852654 (3)
 1. Corporation Name
UNICARE HEALTH FACILITIES, INC.



Principal Place of Business 105 W. MICHIGAN ST % TAX DEPT. MILWAUKEE WI 53203	Mailing Address 105 W. MICHIGAN ST % TAX DEPT. MILWAUKEE WI 53203-2903
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3. Date Incorporated or Qualified 04/21/1982	3a. Date of Last Report 04/26/1996
4. FEI Number 39-1045271	Applied For <input type="checkbox"/> 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	

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

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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

12. OFFICERS AND DIRECTORS

TITLE	AVD	<input type="checkbox"/> DELETE
NAME	DINAUER, THOMAS A	
STREET ADDRESS	105 W MICHIGAN ST	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	LADLY, FREDERICK B.	
STREET ADDRESS	105 W. MICHIGAN ST.	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	VDA	<input type="checkbox"/> DELETE
NAME	BERTRAND, RICHARD L.	
STREET ADDRESS	105 W. MICHIGAN ST.	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SMITH, GUY W.	
STREET ADDRESS	105 W MICHIGAN ST	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	VDA	<input type="checkbox"/> DELETE
NAME	AUSTIN, LELAND M. JR.	
STREET ADDRESS	105 W MICHIGAN ST	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	VCA	<input type="checkbox"/> DELETE
NAME	ABRAMOWSKI, ROBERT	
STREET ADDRESS	105 W. MICHIGAN ST.	
CITY-ST-ZIP	MILWAUKEE WI	

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 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: _____

CR2E034 (9/96)