FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT **1997**

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

FILED
Mar 18 1997 8:00am
Secretary of State

DOCUMENT # **853455** **(4)**

1. Corporation Name
QUALITY HEALTH FACILITIES, INC.

Principal Place of Business
5100 POPLAR
SUITE 2220
MEMPHIS TN 38137

Mailing Address
5100 POPLAR
SUITE 2220
MEMPHIS TN 38137-2206

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

3. Date Incorporated or Qualified **07/14/1982**
3a. Date of Last Report **03/19/1996**
4. FEI Number **64-0633350** — Applied For / Not Applicable
5. Certificate of Status Desired [ ] — **$8.75** Additional Fee Required
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
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 **FL** 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 print name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	FAUST, JOHN M	
STREET ADDRESS	125 S 28TH AVE	
CITY-ST-ZIP	HATTIESBURG MS	
TITLE	VSD	[ ] DELETE
NAME	BAKER, MARTIN H	
STREET ADDRESS	202 HILLENDALE DR.	
CITY-ST-ZIP	HATTIESBURG MS	
TITLE	VSD	[ ] DELETE
NAME	LOW, JOHN T	
STREET ADDRESS	133 OLYMPIA FIELDS	
CITY-ST-ZIP	JACKSON MS	
TITLE	VD	[ ] DELETE
NAME	BUCHANAN, GEORGIA	
STREET ADDRESS	114 CHERRY HILL	
CITY-ST-ZIP	JACKSON MS	
TITLE	D	[ ] DELETE
NAME	FAUST, DELLA	
STREET ADDRESS	133 OLYMPIA FIELDS	
CITY-ST-ZIP	HATTIESBURG MS	
TITLE	D	[ ] DELETE
NAME	BAKER, SUZANNE	
STREET ADDRESS	202 HILLENDALE DR	
CITY-ST-ZIP	HATTIESBURG MS	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

CR2E034 (9/96)

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: John M. Faust John M Faust Pres 3-13-97