FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

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

1 of 2

1996 4-17-96 B 3734

DOCUMENT # F93000000685 (8)

1. Corporation Name
NATIONWIDE CARE, INC.

Principal Place of Business
9200 KEYSTONE CROSSING, SUITE 800
INDIANAPOLIS IN 46240

Mailing Address
9200 KEYSTONE CROSSING, SUITE 800
INDIANAPOLIS IN 46240

3. Date Incorporated or Qualified: 02/10/1993
3a. Date of Last Report: 02/17/1995

4. FEI Number: 35-1871185 [ ] 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

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

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

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 DATE

12. OFFICERS AND DIRECTORS

TITLE CD
NAME PHILLIPPE, THOMAS E SR.
STREET ADDRESS 11721 SEA STAR DRIVE
CITY-ST-ZIP INDIANAPOLIS IN 46256
[X] DELETE

TITLE VD
NAME PHILLIPPE, THOMAS E JR.
STREET ADDRESS 8520 CAPTAINS COURT
CITY-ST-ZIP INDIANAPOLIS IN 46236
[X] DELETE

TITLE S
NAME BENSON, RODNEY E
STREET ADDRESS 9702 GULFSTREAM DRIVE
CITY-ST-ZIP FISHERS IN 46038
[X] DELETE

TITLE T
NAME BURKHART, JAMES G.
STREET ADDRESS 9200 KEYSTONE CROSSING, SUITE 800
CITY-ST-ZIP INDIANAPOLIS IN
[X] DELETE

TITLE D
NAME MERVINE, GREGORY O
STREET ADDRESS 9668 FARRAGUT CIRCLE
CITY-ST-ZIP INDIANAPOLIS IN 46256
[X] DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
[ ] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Pres. CEO
12 NAME W. Bruce Lunsford
13 STREET ADDRESS 3300 Providian Center, 400 W. Market St.
14 CITY-ST-ZIP Louisville, KY 40202
[X] Change [ ] Addition

21 TITLE VCFO
22 NAME W. Earl Reed III
23 STREET ADDRESS 3300 Providian Center, 400 W. Market St.
24 CITY-ST-ZIP Louisville, KY 40202
[X] Change [ ] Addition

31 TITLE Sec.
32 NAME Jill L. Force
33 STREET ADDRESS 3300 Providian Center, 400 W. Market St.
34 CITY-ST-ZIP Louisville, KY 40202
[X] Change [ ] Addition

41 TITLE Treas.
42 NAME Richard A. Lechleiter
43 STREET ADDRESS 3300 Providian Center, 400 W. Market St.
44 CITY-ST-ZIP Louisville, KY 40202
[ ] Change [ ] Addition

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP
[ ] Change [ ] Addition

61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP
[ ] Change [ ] Addition

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is true, voluntarily furnished and does not qualify for the exemption set forth 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: [signature] 4/15/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE

VENCOR, INC. DIRECTORS

W. Bruce Lunsford
Chairman
3300 Providian Center
Louisville, KY 40202

R. Gene Smith
Vice Chairman
3300 Providian Center
Louisville, KY 40202

William C. Ballard Jr.
Counsel - Greenbaum Doll & McDonald
3300 Providian Center
Louisville, KY 40202

Michael R. Barr
3300 Providian Center
Louisville, KY 40202

Donna R. Ecton
Business Consultant
3300 Providian Center
Louisville, KY 40202

Greg D. Hudson
President Hudson Chevrolet
3300 Providian Center
Louisville, KY 40202

William H. Lomicka
President Mayfair Capital, Inc.
3300 Providian Center
Louisville, KY 40202

W. Earl Reed III
3300 Providian Center
Louisville, KY 40202