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FILED  
May 19 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 # F94000003686 (2)

1. Corporation Name  
INTER CARE GROUP, INC.



Principal Place of Business 6001 INDIAN SCHOOL RD., N.E. #530 ALBUQUERQUE NM 87110	Mailing Address 6001 INDIAN SCHOOL RD., N.E. #530 ALBUQUERQUE NM 87110-4139
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country	3. Date Incorporated or Qualified 07/14/1994	3a. Date of Last Report 02/05/1996	4. FEI Number 85-0422864	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 8751 W. BROWARD BLVD. 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 FL
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	ELLIOTT, NEAL M	1.2 NAME	
STREET ADDRESS	5001 LOS POBLANOS NW	1.3 STREET ADDRESS	
CITY-ST-ZIP	ALBUQUERQUE NM	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	GONZALES, CHARLES H	2.2 NAME	
STREET ADDRESS	1419 CAMINO AMPARO	2.3 STREET ADDRESS	
CITY-ST-ZIP	ALBUQUERQUE NM	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	SAUDER, SCOT	3.2 NAME	
STREET ADDRESS	3412 NW MATEO PRADO	3.3 STREET ADDRESS	
CITY-ST-ZIP	ALBUQUERQUE NM	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	SCHOFIELD, ERNEST A.	4.2 NAME	
STREET ADDRESS	6121 CAROUSEL NW	4.3 STREET ADDRESS	
CITY-ST-ZIP	ALBUQUERQUE NM	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 as an attachment with an address.

SIGNATURE: \_\_\_\_\_

SIGNATURE REQUIRED

4/24/97

CP2E034 (9/96)

**INTER CARE GROUP, INC.  
LIST OF OFFICERS & DIRECTORS**

<u>OFFICERS:</u>	<u>NAME:</u>	<u>BUSINESS ADDRESS:</u>
President/Director	Neal M. Elliott	6001 Indian School Rd NE Albuquerque, NM 87110
Secretary, VP Legal Affairs, General Counsel	Scot Sauder	6001 Indian School Rd NE Albuquerque, NM 87110
SR VP, Asst. Sec., Director	Charles H. Gonzales	6001 Indian School Rd NE Albuquerque, NM 87110
SR VP, CFO, Director	Ernest A. Schofield	6001 Indian School Rd NE Albuquerque, NM 87110

The above Officers and Directors terms expire on September 30, 1997