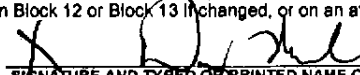


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Apr 23 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # F94000003686 (2)</b> 1. Corporation Name <b>INTER CARE GROUP, INC.</b>			
Principal Place of Business		Mailing Address	
2. Principal Place of Business 21 <b>1 HEALTHSOUTH PKWY</b> Suite, Apt. #, etc.		2a. Mailing Address 26 <b>PO BOX 380546</b> Suite, Apt. #, etc.	
22 City & State 23 <b>BIRMINGHAM, AL</b>		27 City & State 28 <b>BIRMINGHAM, AL</b>	
24 Zip <b>35243</b>	25 Country <b>US</b>	29 Zip <b>35238</b>	30 Country <b>US</b>
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
<b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND ROAD</b> <b>PLANTATION, FL 33324</b>		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City <b>FL</b> 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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>PD</b> <input type="checkbox"/> DELETE <b>RICHARD SCRUSHY</b> <b>1 HEALTHSOUTH PARKWAY</b> <b>BIRMINGHAM, AL 35243</b>	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>V</b> <input type="checkbox"/> DELETE <b>DOUG WARRICK</b> <b>8801 HORIZON BLVD NE</b> <b>ALBUQUERQUE, NM 87113</b>	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>S</b> <input type="checkbox"/> DELETE <b>BILL HORTON</b> <b>1 HEALTHSOUTH PARKWAY</b> <b>BIRMINGHAM, AL 35243</b>	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>T</b> <input type="checkbox"/> DELETE <b>MIKE MARTIN</b> <b>1 HEALTHSOUTH PARKWAY</b> <b>BIRMINGHAM, AL 35243</b>	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition <div style="text-align: right;"> <b>144/23</b>  <b>200002438082</b>  <b>-04/23/98-01036-026</b>  <b>***150.00</b> </div>
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 unchanged, or on an attachment with an address.			
SIGNATURE: 		<b>4/6/98</b> <b>505-878-6100</b> Date Daytime Phone #	

CR2E034 (10/97)