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May 09 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000003755 (5)

1. Corporation Name
VENCARE, INC.

Principal Place of Business
3300 PROVIDIAN CENTER
400 W. MARKET ST.
LOUISVILLE KY 40202

Mailing Address
3300 PROVIDIAN CENTER
400 W. MARKET ST.
LOUISVILLE KY 40202-3346



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/18/1994	3a. Date of Last Report 03/06/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 61-1264993	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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

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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPD	1.1 TITLE	
NAME	BARR, MICHAEL R	1.2 NAME	See Attached List
STREET ADDRESS	400 W. MARKET ST.	1.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	1.4 CITY - ST - ZIP	
TITLE	S	2.1 TITLE	
NAME	FORCE, JILL L	2.2 NAME	
STREET ADDRESS	400 W. MARKET ST.	2.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY 40202	2.4 CITY - ST - ZIP	
TITLE	AS	3.1 TITLE	VP Financial Systems
NAME	KING, JUNE N	3.2 NAME	Windhorst, David R.
STREET ADDRESS	400 W. MARKET ST.	3.3 STREET ADDRESS	3300 Providian Center
CITY - ST - ZIP	LOUISVILLE KY 40202	3.4 CITY - ST - ZIP	Louisville, KY 40202
TITLE	DP	4.1 TITLE	
NAME	LUNSFORD, W. BRUCE	4.2 NAME	
STREET ADDRESS	400 W. MARKET ST.	4.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	4.4 CITY - ST - ZIP	
TITLE	VPD	5.1 TITLE	
NAME	REED, W. EARL III	5.2 NAME	
STREET ADDRESS	400 W. MARKET ST.	5.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	5.4 CITY - ST - ZIP	
TITLE	AS	6.1 TITLE	
NAME	LEVERING, MARIA M	6.2 NAME	
STREET ADDRESS	400 W MARKET ST	6.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	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: David R. Windhorst
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/28/97
Date

Daytime Phone #

0477893

CR2E034 (9/96)

Directors and Officers
Vencare, Inc.

DIRECTORS:

Michael R. Barr	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
W. Bruce Lunsford	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
W. Earl Reed, III	Director
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	

OFFICERS:

Frank W. Anastasio	Vice President, Ancillary Services
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Michael R. Barr	Chief Operating Officer and Executive Vice President
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Susan E. Bell	Vice President, Corporate Communications
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	
Mary Ann Evans	Vice President, Clinical Operations
Primary : 3300 Providian Center	
Address : 400 West Market Street	
Louisville, KY 40202	

Jill L. Force

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, General Counsel and
Secretary

James H. Gillenwater, Jr.

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, Planning and
Development

Thomas T. Ladt

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Executive Vice President, Operations

Joseph L. Landenwich

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Assistant Secretary

Richard A. Lechleiter

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, Finance and Corporate
Controller

Maria M. Levering

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, Administrative Services

W. Bruce Lunsford

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Chairman of the Board, President, and
Chief Executive Officer

Steven L. Monaghan

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, Facility Accounting

Brian L. Pugh

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Vice President, Program Development

W. Earl Reed, III

Chief Financial Officer and Executive
Vice President

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

T. Richard Riney

Assistant Secretary

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

Thomas M. Schuhmann

Vice President, Reimbursement

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202

David R. Windhorst

Vice President, Financial Systems

Primary : 3300 Providian Center
Address : 400 West Market Street
Louisville, KY 40202