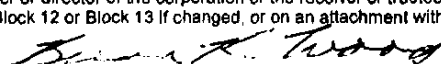


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 27 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT #</b> F95000000771 (4) 1. Corporation Name PersonaCare of Pompano East, Inc.			
Principal Place of Business 400 West Market Street, Suite 3300 Louisville, KY 40202		Mailing Address 400 West Market Street, Suite 3300 Louisville, KY 40202	
2. Principal Place of Business <b>21</b> 400 West Market Street Suite, Apt. #, etc. <b>22</b> Suite 3300 City & State <b>23</b> Louisville, KY Zip <b>24</b> 40202		2a. Mailing Address <b>26</b> 400 West Market Street Suite, Apt. #, etc. <b>27</b> Suite 3300 City & State <b>28</b> Louisville, KY Zip <b>29</b> 40202 Country <b>30</b> US	
		DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 02/15/1995 4. FEI Number 65-0549911 Applied For <input type="checkbox"/> Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent The Prentice-Hall Corporation System, Inc. 1201 Hays Street, Suite 105 Tallahassee, FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City ***150.00 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, 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	PD Bards, John A. <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President, CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Lunsford, W. Bruce 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VTD Myll, Donald R. <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Chief Operating Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Barr, Michael R. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V Cayce, Laura E. <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Reed, W. Earl III 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS Glenn, Jonathan H. <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	Senior VP, General Counsel <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Force, Jill L. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V Lord, Todd <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	VP, Finance <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Lechleiter, Richard A. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS Randall, Frederic A. <input checked="" type="checkbox"/> DELETE 4675 Macarthur Court, Suite 1000 Newport Beach, CA	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	VP, Tax <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Wood, Brian K. 400 West Market Street, Suite 3300 Louisville, KY 40202
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 if changed, or on an attachment with an address.			
SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		4/24/98 (502) 596-7300 Date Daytime Phone #	

CR2E034 (10/97)

pg 2 of 4

**PersonaCare of Pompano East, Inc.**

**DIRECTORS**

**Michael R. Barr** **Director**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**W. Bruce Lunsford** **Director**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**W. Earl Reed, III** **Director**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**OFFICERS**

**Frank W. Anastasio** **Vice President, Ancillary Services**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Karen G. Barnes** **Vice President, Clinical Operations**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Michael R. Barr** **Chief Operating Officer and Executive Vice President**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Frank J. Battafarano** **Senior Vice President, Central Region**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Richard P. Blinn** **Vice President, Northeast Region**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Bryan D. Burklow** **Senior Vice President, Northeast Region**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Richard E. Chapman** **Senior Vice President, Information Systems**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**G. Stephen Clark** **Vice President, Information Systems**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**R. John Cowgill** **Vice President, Facilities Management**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

**Jill L. Force** **Senior Vice President, General Counsel and Assistant Secretary**  
Primary Address: 400 West Market Street, Suite 3300  
Louisville, KY 40202

<b>James H. Gillenwater, Jr.</b>	<b>Senior Vice President, Planning and Development</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Thomas L. Grissom</b>	<b>Vice President, Government Affairs</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Richard Gurka</b>	<b>Senior Vice President, Mountain Region</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Cecelia A. Hagan</b>	<b>Vice President, Human Resources</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Vincent S. Hambricht</b>	<b>Vice President, West Region</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Phillip D. Hurley</b>	<b>Senior Vice President, Midwest Region</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Thomas T. Ladt</b>	<b>Executive Vice President, Operations</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Joseph L. Landenwich</b>	<b>Secretary</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Richard A. Lechleiter</b>	<b>Vice President, Finance and Corporate Controller</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Maria M. Levering</b>	<b>Senior Vice President, Corporate Services</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>W. Bruce Lunsford</b>	<b>Chairman of the Board, President, and Chief Executive Officer</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Adrienne Lyons</b>	<b>Vice President, Midwest Region</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Katheryn J. Markham</b>	<b>Vice President, Information Systems</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Steven L. Monaghan</b>	<b>Vice President, Finance</b>
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
<b>Susan E. Moss</b>	<b>Vice President, Corporate Communications</b>

pg 4 of 4

**PersonaCare of Pompano East, Inc.**

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<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>Anne M. Nipp</b>	<b>Vice President, Southeast Region</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>James J. Novak</b>	<b>Senior Vice President, Southeast Region</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>John V. Oliver</b>	<b>Vice President, Mountain Region</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>Bobby R. Palmer</b>	<b>Vice President, Central Region</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>Brian L. Pugh</b>	<b>Vice President, Program Development</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>W. Earl Reed, III</b>	<b>Chief Financial Officer and Executive Vice President</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>M. Suzanne Riedman</b>	<b>Vice President and Assistant General Counsel</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>T. Richard Riney</b>	<b>Assistant Secretary</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>Thomas M. Schuhmann</b>	<b>Vice President, Reimbursement</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>T. Stephen Turner</b>	<b>Senior Vice President, West Region</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>David R. Windhorst</b>	<b>Vice President, Financial Systems Development</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>
<b>Brian K. Wood</b>	<b>Vice President, Tax</b>
<b>Primary Address:</b>	<b>400 West Market Street, Suite 3300 Louisville, KY 40202</b>