

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000000773 (0)

1. Corporation Name

PersonaCare of Bradenton, 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 400 West Market Street Suite, Apt. #, etc. 22 Suite 3300 City & State 23 Louisville, KY Zip 24 40202		2a. Mailing Address 26 400 West Market Street Suite, Apt. #, etc. 27 Suite 3300 City & State 28 Louisville, KY Zip 29 40202		3. Date Incorporated or Qualified 02/15/1995		4. FEI Number 65-0549924		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. Additional Fee Required \$8.75 \$5.00 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)	100002529041
83	-05/19/98--01053--003
84 City	***150.00
85 FL	86 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 Bardis, John A. 400 Northridge Road, Ste 400 Atlanta, GA <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President, CEO Lunsford, W. Bruce 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VTD Myl, Donald R 400 Northridge Road, Ste 400 Atlanta, GA <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Chief Operating Officer Barr, Michael R. 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V Cayce, Laura E 400 Northridge Road, Ste 400 Atlanta, GA <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	CFO Reed, W. Earl III 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS Glenn, Jonathan H 400 Northridge Road, Ste 400 Atlanta, GA <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	Senior VP, General Counsel Force, Jill L. 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" 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	VP, Finance Lechleiter, Richard A. 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" 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	VP, Tax Wood, Brian K. 400 West Market Street, Suite 3300 Louisville, KY 40202 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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

Date

(502) 596-7300

Daytime Phone #

PersonaCare of Bradenton, 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

PersonaCare of Bradenton, Inc.

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

PersonaCare of Bradenton, Inc.

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

Anne M. Nipp **Vice President, Southeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

James J. Novak **Senior Vice President, Southeast Region**
Primary Address: 400 West Market Street, Suite 3300
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John V. Oliver **Vice President, Mountain Region**
Primary Address: 400 West Market Street, Suite 3300
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Bobby R. Palmer **Vice President, Central Region**
Primary Address: 400 West Market Street, Suite 3300
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Brian L. Pugh **Vice President, Program Development**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III **Chief Financial Officer and Executive Vice President**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

M. Suzanne Riedman **Vice President and Assistant General Counsel**
Primary Address: 400 West Market Street, Suite 3300
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T. Richard Riney **Assistant Secretary**
Primary Address: 400 West Market Street, Suite 3300
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Thomas M. Schuhmann **Vice President, Reimbursement**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

T. Stephen Turner **Senior Vice President, West Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

David R. Windhorst **Vice President, Financial Systems Development**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Brian K. Wood **Vice President, Tax**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202