

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

FILED  
May 14 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
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**DOCUMENT #** F95000000774 (8)

1. Corporation Name

PersonaCare of Clearwater, Inc.

<b>Principal Place of Business</b> 400 West Market Street, Suite 3300 Louisville, KY 40202	<b>Mailing Address</b> 400 West Market Street, Suite 3300 Louisville, KY 40202
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DO NOT WRITE IN THIS SPACE

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		3. Date Incorporated or Qualified 02/15/1995	
4. FEI Number 59-3290483		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		7. 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		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 B1 Name B2 Street Address (P.O. Box Number Not Applicable) B3 05/19/98 01053 004 ***150.00 B4 City FL B5 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

<b>12. OFFICERS AND DIRECTORS</b>		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD <input checked="" type="checkbox"/> DELETE Bardis, John A. 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 <input checked="" type="checkbox"/> DELETE Myll, Donald R 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 <input checked="" type="checkbox"/> DELETE Cayce, Laura E 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 <input checked="" type="checkbox"/> DELETE Glenn, Jonathan H 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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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)(f), 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:** *Brian K. Wood* 4/24/98 (502) 596-7300  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

**PersonaCare of Clearwater, 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 Clearwater, Inc.**

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

**PersonaCare of Clearwater, 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>