

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

FILED  
Jun 05 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT #</b> F9500000775 (5) 1. Corporation Name PersonaCare Living Center of Clearwater, 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	
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	
Country 25 US		Country 30 US	
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 ***150.00 84 City 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 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 Myll, 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)(l), 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 #	

CR2E034 (10/97)

**PersonaCare Living Center of Clearwater, Inc.**

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**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

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<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. Hambright</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>

**PersonCare Living Center of Clearwater, Inc.**

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