

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

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May 12 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 # F95000001453 (8)

1. Corporation Name

Theratr Healthcare Management, Inc.

Principal Place of Business	Mailing Address
400 West Market Street, Suite 3300 Louisville, KY 40202	400 West Market Street, Suite 3300 Louisville, KY 40202

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	03/24/1995	59-3290532	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired		\$8.75 Additional Fee Required
22 400 West Market Street, Suite 3300	27 400 West Market Street, Suite 3300			\$5.00 May Be Added to Fees
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution		
23 Louisville, KY 40202	28 Louisville, KY			
Zip	Country	Zip	Country	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
24 40202	25 US	29 40202	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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	

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

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	Bardis, John A	
STREET ADDRESS	1105 Sanctuary Pkwy., Suite 100	
CITY - ST - ZIP	Alpharetta, GA 30201	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	Myll, Donald R	
STREET ADDRESS	1105 Sanctuary Pkwy., Suite 100	
CITY - ST - ZIP	Alpharetta, GA 30201	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	Green, Gary	
STREET ADDRESS	1105 Sanctuary Pkwy., Suite 100	
CITY - ST - ZIP	Alpharetta, GA 30201	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	Glenn, Jonathan H	
STREET ADDRESS	400 Northridge Rd.	
CITY - ST - ZIP	Atlanta, GA 30350	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	Randall, Frederic A	
STREET ADDRESS	1105 Sanctuary Pkwy., Suite 100	
CITY - ST - ZIP	Alpharetta, GA 30201	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Lunsford, W. Bruce	
1.3 STREET ADDRESS	400 West Market Street, Suite 3300	
1.4 CITY - ST - ZIP	Louisville, KY 40202	
2.1 TITLE	COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Barr, Michael R.	
2.3 STREET ADDRESS	400 West Market Street, Suite 3300	
2.4 CITY - ST - ZIP	Louisville, KY 40202	
3.1 TITLE	CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Reed, W. Earl III	
3.3 STREET ADDRESS	400 West Market Street, Suite 3300	
3.4 CITY - ST - ZIP	Louisville, KY 40202	
4.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Force, Jill L.	
4.3 STREET ADDRESS	400 West Market Street, Suite 3300	
4.4 CITY - ST - ZIP	Louisville, KY 40202	
5.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Ladt, Thomas T.	
5.3 STREET ADDRESS	400 West Market Street, Suite 3300	
5.4 CITY - ST - ZIP	Louisville, KY 40202	
6.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Landenwich, Joseph L.	
6.3 STREET ADDRESS	400 West Market Street, Suite 3300	
6.4 CITY - ST - ZIP	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)(j), 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

4/23/98

Date

502-596-7300

Daytime Phone #

TheraTx Healthcare Management, 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

James H. Gillenwater, Jr. **Senior Vice President, Planning and Development**

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

Thomas L. Grissom **Vice President, Government Affairs**

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

Richard Gurka **Senior Vice President, Mountain Region**

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

Cecelia A. Hagan **Vice President, Human Resources**

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

Vincent S. Hambright **Vice President, West Region**

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

Phillip D. Hurley **Senior Vice President, Midwest Region**

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

Thomas T. Ladt **Executive Vice President, Operations**

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

Joseph L. Landenwiche **Secretary**

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

Richard A. Lechleiter **Vice President, Finance and Corporate Controller**

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

Maria M. Levering **Senior Vice President, Corporate Services**

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

W. Bruce Lunsford **Chairman of the Board, President, and Chief Executive Officer**

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

Adrienne Lyons **Vice President, Midwest Region**

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

Katheryn J. Markham **Vice President, Information Systems**

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

Steven L. Monaghan **Vice President, Finance**

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

TheraTx Healthcare Management, Inc.

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Susan E. Moss	Vice President, Corporate Communications
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 Louisville, KY 40202
John V. Oliver	Vice President, Mountain Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Bobby R. Palmer	Vice President, Central Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
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 Louisville, KY 40202
T. Richard Riney	Assistant Secretary
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
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