

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

FILED
Apr 22 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002898 (3)
 1. Corporation Name
UNIONCARE, INC.



Principal Place of Business 111 MASSACHUSETTS AVE., N.W. WASHINGTON DC 20001	Mailing Address 111 MASSACHUSETTS AVE., N.W. WASHINGTON DC 20001-1461
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3. Date Incorporated or Qualified 06/15/1995	3a. Date of Last Report 01/30/1996
4. FEI Number 52-1782580	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	DCEO <input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GEORGINE, ROBERT A	1.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	1.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	1.4 CITY-ST-ZIP
TITLE	ST <input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NULL, LESTER H SR	2.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	2.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	2.4 CITY-ST-ZIP
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUCE, JAMES W	3.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	3.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	3.4 CITY-ST-ZIP
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SORMANI, CHARLES R	4.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	4.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	4.4 CITY-ST-ZIP
TITLE	VSTD <input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARABILLO, JOSEPH A	5.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	5.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	5.4 CITY-ST-ZIP
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLOCK, MICHAEL	6.2 NAME
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	6.3 STREET ADDRESS
CITY-ST-ZIP	WASHINGTON DC 20001	6.4 CITY-ST-ZIP

14. I do 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: *Therese A. Bracken* *Therese A. Bracken* *4-14-97* *52-1782-580*

CP2E034 (9/96)