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May 03, 1999 8:00 am
Secretary of State

05-03-1999 90116 031 ***150.00

UCR0411

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F95000002898**

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
 2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date incorporated or Qualified: **06/15/1995**
 4. FEI Number: **52-1782580** Applied For () Not Applicable ()
 5. Certificate of Status Desired () **\$8.75** Additional Fee Required
 6. Election Campaign Financing () **\$5.00** May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. () Yes (X) No

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 **FL** 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 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	GEORGINE, ROBERT A	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LUCE, JAMES W	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	SORMANI, CHARLES R	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	VSTD	<input type="checkbox"/> DELETE
NAME	CARABILLO, JOSEPH A	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BLOCK, MICHAEL	
STREET ADDRESS	111 MASSACHUSETTS AVE., N.W.	
CITY-ST-ZIP	WASHINGTON DC 20001	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: *[Signature]* SIGNATURE REQUIRED Date: **4/26/99** Daytime Phone #: **(202) 682-0900**

CR2E034 (1/98)