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Mar 12 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000003963 (4)

1. Corporation Name
NATIONAL MENTOR HEALTHCARE, INC.



Principal Place of Business
313 CONGRESS STREET
BOSTON MA 02210

Mailing Address
313 CONGRESS STREET
BOSTON MA 02210-1218

3. Date Incorporated or Qualified 08/16/1995	3a. Date of Last Report 09/23/1996
4. FEI Number 04-2893910	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 State, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 State, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

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

Signature type: (printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PVD	<input checked="" type="checkbox"/> DELETE
NAME	RILEY, THOMAS P	
STREET ADDRESS	45 MILK STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SANFORD, CHARLOTTE	
STREET ADDRESS	3413 PEACHTREE RD NE, SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MAUCH, DONNA	
STREET ADDRESS	313 CONGRESS STREET	
CITY-ST-ZIP	BOSTON MA 02210	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	FILUSH, JIM	
STREET ADDRESS	577 MULBERRY STREET	
CITY-ST-ZIP	MACON GA 31298	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COLLINS, ROBERT P	
STREET ADDRESS	3414 PEACHTREE RD NE., SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	DAS	<input type="checkbox"/> DELETE
NAME	FUZZELL, CHERIE	
STREET ADDRESS	3414 PEACHTREE RD NE., SUITE 1400	
CITY-ST-ZIP	ATLANTA GA 30328	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AVP/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GREGORY TOYRES	
1.3 STREET ADDRESS	313 CONGRESS STREET	
1.4 CITY-ST-ZIP	Boston, MA 02210	
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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/13/97

912-742-1161

Date

Daytime Phone #

CR2E034 (9/96)