

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

FILED

Apr 08 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 # F95000004176 (2)

1. Corporation Name

THE MASTERCARE CORPORATION



Principal Place of Business PO BOX 8737 CHATTANOOGA TN 37414	Mailing Address PO BOX 8737 CHATTANOOGA TN 37414-0737
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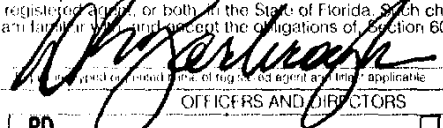
3. Date Incorporated or Qualified 08/28/1995	3a. Date of Last Report 01/30/1996
4. FEI Number 62-1517204	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <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 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 ---STRZALKOWSKI, ANDRZEJ--- ---3910 75TH WEST #2104--- ---BRADENTON FL 34204---
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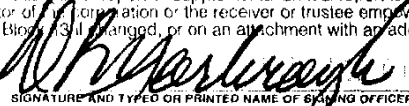
10. Name and Address of New Registered Agent 81 Name D.B. Yarbrough 82 Street Address (P.O. Box Number is Not Acceptable) 2240 Via Tuscany 83 84 City Winter Park 85 Zip Code FL 32789

11. Pursuant to the provisions of Sections 607.0502 and 607.1505, 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: 4-4-97

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP <input type="checkbox"/> DELETE	1.1 TITLE PD 1.2 NAME Yarbrough, D.B. 1.3 STREET ADDRESS 2240 Via Tuscany 1.4 CITY-ST-ZIP Winter Park, FL 32789 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition

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, unchanged, or on an attachment with an address.

SIGNATURE:  DATE: 4-4-97 (407) 629-0902