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Mar 31, 1999 8:00 am
Secretary of State

03-31-1999 90055 029 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F95000006099

1. Corporation Name
UROCARE OF AMERICA, INC.

Principal Place of Business
**1 HEALTHSOUTH PKWY
 BIRMINGHAM AL 35243
 US**

Mailing Address
**P.O. BOX 380546
 BIRMINGHAM AL 35238
 US**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/14/1995

2. Principal Place of Business
 21

2a. Mailing Address
 26

4. FEI Number
59-3346043

Applied For
 Not Applicable

Suite, Apt. #, etc.
 22

Suite, Apt. #, etc.
 27

5. Certificate of Status Desired **\$8.75** Additional Fee Required

City & State
 23

City & State
 28

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

Zip Country
 24 25

Zip Country
 29 30

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE **PD** *SEE ATTACHED LIST DELETE
 NAME **SCRUSHY, RICHARD**
 STREET ADDRESS **1 HEALTHSOUTH PKWY**
 CITY-ST-ZIP **BIRMINGHAM AL 35243**

1.1 TITLE **CD** Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE **V** DELETE
 NAME **WARRICK, DOUG**
 STREET ADDRESS **8801 HORIZON BLVD. NE.**
 CITY-ST-ZIP **ALBUQUERQUE NM 87113**

2.1 TITLE Change Addition
 2.2 NAME **RICHARD E. BOTTS**
 2.3 STREET ADDRESS **ONE HEALTHSOUTH PARKWAY**
 2.4 CITY-ST-ZIP **BIRMINGHAM, AL 35243**

TITLE **S** DELETE
 NAME **HORTON, BILL**
 STREET ADDRESS **1 HEALTHSOUTH PARKWAY**
 CITY-ST-ZIP **BIRMINGHAM AL 35243**

3.1 TITLE **VS** Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE **T** DELETE
 NAME **MARTIN, MIKE**
 STREET ADDRESS **1 HEALTHSOUTH PKWY**
 CITY-ST-ZIP **BIRMINGHAM AL 35243**

4.1 TITLE **VTD** Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change 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 a address with all other like empowered.

SIGNATURE: *Richard E. Botts*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/18/99
 (205) 967-7116
 Date Daytime Phone #

CR2E034 (11/98)

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Urocare of America, Inc.
DOCUMENT: F95000006099
List of Officers and Directors

Officers:

Richard M. Scrushy – Chairman of the Board
James P. Bennett - President
Michael D. Martin – Vice President and Treasurer
Anthony J. Tanner – Vice President and Secretary
P. Daryl Brown – Vice President
Robert E. Thomson – Vice President
William T. Owens – Vice President
William W. Horton – Vice President and Assistant Secretary
Beall D. Gary, Jr. – Vice President and Assistant Secretary
C. Drew Demaray – Vice President and Assistant Secretary
Richard E. Botts – Sr. Vice President
Stacy H. Pulliam – Vice President, Assistant Treasurer and Assistant Secretary

Directors:

Richard M. Scrushy
James P. Bennett
Anthony J. Tanner
Michael D. Martin

All addresses c/o
HEALTHSOUTH Corporation
One HEALTHSOUTH Parkway
Birmingham, Alabama 35243