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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

DOCUMENT # F95000006105 (9)

1. Corporation Name
UNISON HEALTHCARE CORPORATION

Principal Place of Business Mailing Address

3. Date Incorporated or Qualified **2-22-91** 3a. Date of Last Report **4-2-96**

2. Principal Place of Business 2a. Mailing Address
8800 N. Gainey Center Drive **8800 N. Gainey Center Drive**

4. FEI Number **86-0684011** Applied For Not Applicable

22. Suite, Apt. #, etc. **#245** 27. Suite, Apt. #, etc. **#245**

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

23. City & State **Scottsdale AZ** 28. City & State **Scottsdale AZ**

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

24. Zip **85258** 25. Country **USA** 29. Zip **85258** 30. Country **USA**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81. Name **Corporation Service Company**
 82. Street Address (P.O. Box Number is Not Acceptable) **1201 Hays Street**
 83.
 84. City **Tallahassee** FL 85. Zip Code **32301-2525**

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 officer 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 _____ DATE _____
(Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 Change Addition

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-STATE-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-STATE-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-STATE-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-STATE-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

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

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-STATE-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-STATE-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: **William S. Peiser, Jr.** **4/14/97** **(602) 423-1954**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

OFFICERS/DIRECTORS OF UNISON HEALTHCARE CORPORATION

NAME/ADDRESS	SOCIAL SECURITY #	RELATIONSHIP TO CORPORATION
Bruce H. Whitehead 8111 Preston Road, Suite 715 Dallas, Texas 75225	465-94-1693	Chairman of the Board, Director
Jerry M. Walker 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	152-34-8742	President, Chief Executive Officer, Director
Phillip R. Rollins 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	424-90-0003	Executive Vice President, Chief Operating Officer, Corporate Secretary, Director
Paul J. Contris 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	538-72-1181	Executive Vice President, Acquisitions and New Business Development, Assistant Corporate Secretary, Director
Craig R. Clark 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	289-46-1021	Executive Vice President, Chief Financial Officer, Director
John T. Lynch, Jr. 309 Mill Race Lane Newtown, Pennsylvania 18940	182-38-8603	Director
John T. Casey 4808 Bobbitt Drive Dallas, Texas 75229	266-74-5289	Director
Mark White Three Remington Lane Houston, Texas 77005	451-54-0903	Director
Tyrrell L. Garth 350 Dowlen, Suite 200 Beaumont, Texas 77706	455-82-2817	Director
David A. Kremser 784 Yankee Creek Road Evergreen, Colorado 80439	097-34-2244	Director
Terry Troxell 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	052-44-4652	Senior Vice President, Clinical Operations
William G. Allen, Jr. 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	418-66-5555	Senior Vice President, Operations
Lisa M. Beuche 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	532-64-4960	Vice President, Financial Reporting
Charles L. Cooper 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	182-50-6402	Vice President, Marketing

Amy C. Duncan 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	460-23-6465	Vice President, Human Resources
Shelley G. Greget 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	561-94-2321	Vice President, Reimbursement
Jerome L. Joseph 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	470-78-9065	Vice President, Treasurer, Assistant Corporate Secretary
Debbie Montoya 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	521-98-6276	Vice President, Field Accounting
William S. Peiser 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	559-70-0161	Vice President, Taxation
Lisa C. Turner 8800 N. Gainey Center Drive, Suite 245 Scottsdale, Arizona 85258	546-29-8701	Assistant Corporate Secretary
Anthony C. Zubrowski 5420 Southern Avenue, Suite 200 Indianapolis, Indiana 46241	217-50-2765	Regional Vice President, Heartland Region
John T. Griffin 3200 Troup Highway, Suite 216 Tyler, Texas 75701	174-58-0386	Regional Vice President, Prairie Region
Larry W. Smith 7175 West Jefferson Avenue #1600 Lakewood, Colorado 80235	220-52-9661	Regional Vice President, Mountain Region

EIN: 86-0684011

Rev. 3/11/97