

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

FILED
Apr 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000006105 (9)
 1. Corporation Name
UNISON HEALTHCARE CORPORATION



Principal Place of Business 8800 N GAINAY CENTER DRIVE SUITE 245 SCOTTSDALE AZ 85258 US	Mailing Address 8800 N GAINAY CENTER DRIVE SUITE 245 SCOTTSDALE AZ 85258 US
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DO NOT WRITE IN THIS SPACE

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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3. Date Incorporated or Qualified 12/14/1995	4. FEI Number 86-0684011	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

g. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
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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 DC	NAME WHITEHEAD, BRUCE H	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 8111 PRESTON ROAD, SUITE 715	CITY-ST-ZIP DALLAS TX 75225	1.2 NAME	
	<input type="checkbox"/> DELETE	1.3 STREET ADDRESS	
TITLE PCED	NAME WALKER, JERRY M	1.4 CITY-ST-ZIP	<i>See attached lists</i>
STREET ADDRESS 8800 N GAINAY CENTER DRIVE, SUITE 245	CITY-ST-ZIP SCOTTSDALE AZ 85258	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input checked="" type="checkbox"/> DELETE	2.2 NAME	
TITLE VPCS	NAME ROLLINS, PHILLIP R	2.3 STREET ADDRESS	
STREET ADDRESS 8800 N GAINAY CENTER DRIVE, SUITE 245	CITY-ST-ZIP SCOTTSDALE AZ 85258	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE VPCD	NAME CLARK, CRAIG R	3.2 NAME	
STREET ADDRESS 8800 N GAINAY CENTER DRIVE, SUITE 245	CITY-ST-ZIP SCOTTSDALE AZ 85258	3.3 STREET ADDRESS	
	<input checked="" type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D	NAME LYNCH, JOHN T JR	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 309 MILL RACE LANE	CITY-ST-ZIP NEWTOWN PA 18940	4.2 NAME	
	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS	
TITLE D	NAME CASEY, JOHN T	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 4808 BOBBITT DRIVE	CITY-ST-ZIP DALLAS TX 75229	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	5.2 NAME	
		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		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 in an attachment with an address.

Sandra B. Mortham

CRE034 (10/97)

List of Officers of:

Unison Healthcare Corporation

Name	Address	S.S. Number	Relationship
Michael A. Jeffries	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	316-52-9732	President, Chief Executive Officer
Nir Margalit	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	125-50-5521	Secretary, Executive V.P., General Counsel
Clayton Kloehr	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	445-64-0360	Treasurer, Sr. V.P., Chief Financial Officer
Shelley G. Greget	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	561-94-2321	Vice President of Reimbursement
Helen K. Johnson	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	257-31-1233	Assistant Treasurer
Terry Troxell	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	052-44-4652	Senior Vice President
Lisa M. Beuche	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	532-64-4960	Vice President of Financial Reporting
Debbie Montoya	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	521-98-6276	Vice President of Field Accounting
Lisa C. Turner	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	546-29-8701	Assistant Secretary
William G. Allen, Jr.	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	418-66-5555	Senior Vice President of Operations
Warren K. Jerrems	8800 N. Gainey Center Drive #245, Scottsdale, AZ 85258	265-02-3829	Vice President, Corporate Controller

List of Directors of Unison Healthcare Corporation:

Name	Address	S.S. Number
Bruce H. Whitehead	8111 Preston Road, Suite 715, Dallas, TX 75225	465-94-1693
John T. Lynch, Jr.	309 Mill Race Lane, Newtown, PA 18940	182-38-8603
John T. Casey	4808 Bobbitt Drive, Dallas, TX 75229	266-74-5289
Mark White	Three Remington Lane, Houston, TX 77005	451-54-0903
Tyrrell L. Garth	350 Dowlen, Suite 200, Beaumont, TX 77706	455-82-2817
David A. Kremser	784 Yankee Creek Road, Evergreen, CO 80439	097-34-2244
Michael A. Jeffries	8800 N. Gainey Center Drive, #245, Scottsdale, AZ 85258	316-52-9732
Clayton Kloehr	8800 N. Gainey Center Drive, #245, Scottsdale, AZ 85258	445-64-0360
Nir Margalit	8800 N. Gainey Center Drive, #245, Scottsdale, AZ 85258	125-50-5521