

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

FILED
Apr 29 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 # F96000000268 (0)

1. Corporation Name
BEVERLY ASSISTED LIVING, INC.



Principal Place of Business 5111 ROGERS AVE SUITE 40-A FORT SMITH AR 72919-0155	Mailing Address 5111 ROGERS AVE SUITE 40-A FORT SMITH AR 72919-0155
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	29 Country
24	30

3. Date Incorporated or Qualified 01/16/1996	
4. FEI Number 71-0777901	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CSC-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

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BANKS, DAVID R	1.2 NAME	
STREET ADDRESS	5111 ROGERS AVE, SUITE 40-A	1.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-0155	1.4 CITY-ST-ZIP	
TITLE	VCD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENDRICKSON, BOYD W	2.2 NAME	
STREET ADDRESS	5111 ROGERS AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-0155	2.4 CITY-ST-ZIP	
TITLE	PCEO	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HALL, PATRICIA A	3.2 NAME	VCB & CEO
STREET ADDRESS	5111 ROGERS AVE	3.3 STREET ADDRESS	William A. Mathies
CITY-ST-ZIP	FORT SMITH AR 72919-0155	3.4 CITY-ST-ZIP	5111 Rogers Ave. Suite 40A
TITLE	VSD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POMMERVILLE, ROBERT W	4.2 NAME	
STREET ADDRESS	5111 ROGERS AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-0155	4.4 CITY-ST-ZIP	
TITLE	VD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEPHENS, BOBBY W	5.2 NAME	
STREET ADDRESS	5111 ROGERS AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-0155	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARKE, EUGENE B	6.2 NAME	
STREET ADDRESS	5111 ROGERS AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-0155	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 an address.

SIGNATURE _____

CR2E034 (10/97)

BEVERLY ASSISTED LIVING, INC.

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

Robert W. Pommerville

Boyd W. Hendrickson

Bobby W. Stephens

William A. Mathies

Scott M. Tabakin

Officers

David R. Banks
Chairman of the Board

Barry S. Ganley
Senior Vice President and Chief
Information Officer

William A. Mathies
Vice Chairman of the Board and Chief
Executive Officer

James M. Griffith
Senior Vice President-Investor Relations
and Corporate Communications

Robert W. Pommerville
Executive Vice President, General Counsel
and Secretary

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Bobby W. Stephens
Executive Vice President

Carol C. Johansen
Senior Vice President-Human Resources

Scott M. Tabakin
Executive Vice President and Chief
Financial Officer

Mark R. Mostow
Senior Vice President-Sales and Marketing

Eugene B. Clarke
Senior Vice President-Quality Management

Philip W. Small
Senior Vice President

Donald L. Dotson
Senior Vice President-Labor and
Employment

Patrice K. Acosta
Vice President-Risk Management

May 29, 1997

Pamela H. Daniels
Vice President, Controller and Chief
Accounting Officer

Adam R. Felde
Vice President-Technology Services

Norman R. Gould
Vice President-Business Applications

Jeff Hutton
Vice President-Reimbursement and
Assistant Secretary

Barry A. Khan
Vice President-Construction

Dwight C. Kouri
Vice President-Development

Frederic A. Maas
Vice President-Tax and Assistant Secretary

John C. Mabry
Vice President-Business Solutions

John W. MacKenzie
Vice President, Deputy General Counsel
and Assistant Secretary

David G. Merrell
Vice President-Financial Planning and
Controls

Jo Ann Smith
Vice President and Deputy General Counsel
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

Mary Tellis-Nayak
Vice President-Clinical Services

John E. Williams
Vice President-Finance

Tom Daniels
Assistant Secretary

Ron Gill
Assistant Secretary

Belinda Marcotte
Assistant Secretary

Christine Murray
Assistant Secretary

Holly A. Odom
Assistant Secretary

Greg Swartz
Assistant Secretary

***Address for all officers unless otherwise noted:**

5111 Rogers Ave., Suite 40-A
Fort Smith, AR 72919-1000

May 29, 1997