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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthahn
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000001461 (0)

1. Corporation Name
SPECTRA REHAB ALLIANCE, INC.

Principal Place of Business

5111 ROGERS AVENUE
SUITE 40-A
FORT SMITH AR 72919-0155

Mailing Address

5111 ROGERS AVENUE
SUITE 40-A
FORT SMITH AR 72919-0001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

3. Date Incorporated or Qualified

03/21/1996

3a. Date of Last Report

4. FEI Number

71-0759298

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

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

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

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 *Michaela N. Skispen*

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

(NOTE: Registered Agent signature required when reinstating)

DATE

6-2-97

12. OFFICERS AND DIRECTORS

TITLE COBD
NAME BANKS, DAVID R
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

TITLE VC
NAME TABAKIN, SCOTT M
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

TITLE VCOB
NAME HENDRICKSON, BOYD W
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

TITLE VAS
NAME HUTTON, JEFF
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

TITLE PCEO
NAME WORTLEY, MARK
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

TITLE VAS
NAME MAAS, FREDERIC A
STREET ADDRESS 5111 ROGERS AVE., SUITE 40-A
CITY - ST - ZIP FT. SMITH AR 72919-1000

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

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

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

VP, Asst. Sec., Chief Counsel
John W. MacKenzie
5111 Rogers Avenue, Suite 40A
Fort Smith, AR 72919-0155

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. 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: *John W. MacKenzie* John W. MacKenzie April 18, 1997 501-452-6712

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CP2E034 (9/96)

SPECTRA REHAB ALLIANCE, INC.

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

Bobby W. Stephens

Boyd W. Hendrickson

Mark D. Wortley

Robert W. Pommerville

Officers

David R. Banks
Chairman of the Board

Barry S. Ganley
Senior Vice President and Chief
Information Officer

Boyd W. Hendrickson
Vice Chairman of the Board

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

Mark D. Wortley
President and Chief Executive Officer

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

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

Carol C. Johansen
Senior Vice President-Human Resources

Bobby W. Stephens
Executive Vice President

Mark R. Mostow
Senior Vice President-Sales and Marketing

Scott M. Tabakin
Executive Vice President and Chief
Financial Officer

Philip W. Small
Senior Vice President

Eugene B. Clarke
Senior Vice President-Quality Management

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

Donald L. Dotson
Senior Vice President-Labor and
Employment

Adam R. Felde
Vice President-Technology Services

Norman R. Gould
Vice President-Business Applications

John H. Harrison
Vice President-Finance

Jeff Hutton
Vice President-Reimbursement and
Assistant Secretary

Barry A. Khan
Vice President-Construction

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

Belinda Marcotte
Assistant Secretary

Christine Murray
Assistant Secretary

Holly A. Odom
Assistant Secretary

*Address for all officers unless otherwise noted:

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