

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
--	---	--

DOCUMENT # F96000001461 (0)

1. Corporation Name
SPECTRA HEALTHCARE 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 72919-0155
---	---

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/21/1996	
4. FEI Number 71-0759298	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	

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
24 Country	29 Country

9. 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

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	
TITLE	COBO
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
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 on an attachment with an address.

SIGNATURE:

John W. MacKenzie

John W. MacKenzie April 8, 1998 501-452-6712

CR2E034 (10/97)

SPECTRA HEALTHCARE ALLIANCE, INC.

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

Bobby W. Stephens

Boyd W. Hendrickson

Mark D. Wortley

Robert W. Pommerville

Scott M. Tabakin

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

Patrice K. Acosta
Vice President-Risk Management

Donald L. Dotson
Senior Vice President-Labor and
Employment

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

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

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

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