

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

FILED

May 27 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 # F96000002521 (0) 1. Corporation Name PERSONACARE, INC.			
Principal Place of Business 400 West Market Street, Suite 3300 Louisville, KY 40202		Mailing Address 400 West Market Street, Suite 3300 Louisville, KY 40202	
2. Principal Place of Business 21 400 West Market Street Suite, Apt. #, etc. 22 Suite 3300 City & State 23 Louisville, KY Zip 24 40202		2a. Mailing Address 26 400 West Market Street Suite, Apt. #, etc. 27 Suite 3300 City & State 28 Louisville, KY Zip 29 40202	
Country 25 US		Country 30 US	
3. Date Incorporated or Qualified 05/20/1996		4. FEI Number 52-1417774	
5. Certificate of Status Desired <input type="checkbox"/>		Applied For <input type="checkbox"/> Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$8.75 Additional Fee Required \$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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent The Prentice-Hall Corporation System, Inc. 1201 Hays Street, Suite 105 Tallahassee, FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 800002538028 84 City -05/28/98-01012-0008 Zip Code ***150.00	
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 NAME STREET ADDRESS CITY - ST - ZIP	PD Bards, John A. <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President, CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Lunsford, W. Bruce 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VTD Myll, Donald R <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Chief Operating Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Barr, Michael R. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V Cayce, Laura E <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Reed, W. Earl III 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS Glenn, Jonathan H <input checked="" type="checkbox"/> DELETE 400 Northridge Road, Ste 400 Atlanta, GA	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	Senior VP, General Counsel <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Force, Jill L. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	VP, Finance <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Lechleiter, Richard A. 400 West Market Street, Suite 3300 Louisville, KY 40202
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	VP, Tax <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Wood, Brian K. 400 West Market Street, Suite 3300 Louisville, KY 40202
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: <i>Brian K. Wood</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		4/24/98 Date	(502) 596-7300 Daytime Phone #

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PersonaCare, Inc.

DIRECTORS

Michael R. Barr **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

OFFICERS

Frank W. Anastasio **Vice President, Ancillary Services**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Karen G. Barnes **Vice President, Clinical Operations**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Michael R. Barr **Chief Operating Officer and Executive Vice President**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Frank J. Battafarano **Senior Vice President, Central Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard P. Blinn **Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Bryan D. Burklow **Senior Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard E. Chapman **Senior Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

G. Stephen Clark **Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

R. John Cowgill **Vice President, Facilities Management**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Jill L. Force **Senior Vice President, General Counsel and Assistant Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

James H. Gillenwater, Jr.	Senior Vice President, Planning and Development
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas L. Grissom	Vice President, Government Affairs
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Richard Gurka	Senior Vice President, Mountain Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Cecelia A. Hagan	Vice President, Human Resources
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Vincent S. Hambright	Vice President, West Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Phillip D. Hurley	Senior Vice President, Midwest Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas T. Ladt	Executive Vice President, Operations
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Joseph L. Landenwich	Secretary
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Richard A. Lechleiter	Vice President, Finance and Corporate Controller
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Maria M. Levering	Senior Vice President, Corporate Services
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
W. Bruce Lunsford	Chairman of the Board, President, and Chief Executive Officer
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Adrienne Lyons	Vice President, Midwest Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Katheryn J. Markham	Vice President, Information Systems
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Steven L. Monaghan	Vice President, Finance
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Susan E. Moss	Vice President, Corporate Communications

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Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Anne M. Nipp	Vice President, Southeast Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
James J. Novak	Senior Vice President, Southeast Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
John V. Oliver	Vice President, Mountain Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Bobby R. Palmer	Vice President, Central Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Brian L. Pugh	Vice President, Program Development
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
W. Earl Reed, III	Chief Financial Officer and Executive Vice President
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
M. Suzanne Riedman	Vice President and Assistant General Counsel
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
T. Richard Riney	Assistant Secretary
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas M. Schuhmann	Vice President, Reimbursement
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
T. Stephen Turner	Senior Vice President, West Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
David R. Windhorst	Vice President, Financial Systems Development
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Brian K. Wood	Vice President, Tax
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202