

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

FILED
Apr 15 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 # F96000004283 (5)
 1. Corporation Name
GENESIS HEALTH VENTURES, INC.



Principal Place of Business 148 W STATE STREET KENNETT SQUARE PA 19348	Mailing Address 148 W STATE STREET KENNETT SQUARE PA 19348
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/21/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 06-1132947	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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

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

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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	CD <input type="checkbox"/> DELETE
NAME	WALKER, MICHAEL R
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA
TITLE	PD <input type="checkbox"/> DELETE
NAME	HOWARD, RICHARD R
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA
TITLE	VT <input type="checkbox"/> DELETE
NAME	KUHMLE, KENNETH R
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA
TITLE	V <input type="checkbox"/> DELETE
NAME	BARR, DAVID C
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA
TITLE	V <input type="checkbox"/> DELETE
NAME	HAGER, GEORGE V
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	SWART, LOUIS
STREET ADDRESS	148 W STATE STREET
CITY - ST - ZIP	KENNETT SQUARE PA

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 checked="" type="checkbox"/> Addition
6.2 NAME	Vice President
6.3 STREET ADDRESS	James V. McKeon
6.4 CITY - ST - ZIP	148 W. State St. Kennett Square, PA 19348

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: *[Signature]* **REQUIRED** 3/27/98 610-444-6350

CR2E034 (10/97)