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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT FILED
99 APR 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOCUMENT # **F97000000965**

1. Corporation Name
BIBB HEALTH & REHABILITATION, INC.

Principal Place of Business	Mailing Address
SUN HEALTHCARE GROUP. - LEGAL DEPT. 101 SUN AVENUE N.E. ALBUQUERQUE NM 87109	SUN HEALTHCARE GROUP. - LEGAL DEPT. 101 SUN AVENUE N.E. ALBUQUERQUE NM 87109

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
02/24/1997

4. FEI Number
58-2291182
[ ] 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 owes the current year Intangible Personal Property Tax [X] 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
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 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 (Date) Registered Agent signature required if changing registered agent (Date)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC	[X] DELETE	11 TITLE	Resident
NAME	BROGDON, CHRIS		12 NAME	Alan T. Lampin
STREET ADDRESS	6000 LAKE FORREST DR., #200		13 STREET ADDRESS	101 Sun Ave NE
CITY-ST-ZIP	ATLANTA GA 30328		14 CITY-ST-ZIP	Albuquerque NM 87109
TITLE	VDC	[X] DELETE	21 TITLE	VP, CFO & Director [ ] Change [X] Addition
NAME	LANE, EDWARD E		22 NAME	Robert D. Wertz
STREET ADDRESS	6000 LAKE FORREST DR., #200		23 STREET ADDRESS	101 Sun Ave NE
CITY-ST-ZIP	ATLANTA GA 30328		24 CITY-ST-ZIP	Albuquerque NM 87109
TITLE	S	[X] DELETE	31 TITLE	VP & Treasurer [ ] Change [X] Addition
NAME	REES, PHILIP M		32 NAME	Matthew O. Fish II
STREET ADDRESS	6000 LAKE FORREST DR., #200		33 STREET ADDRESS	101 Sun Ave NE
CITY-ST-ZIP	ATLANTA GA 30328		34 CITY-ST-ZIP	Albuquerque NM 87109
TITLE	TD	[X] DELETE	41 TITLE	Assistant Secretary [ ] Change [X] Addition
NAME	TUCKER, DARRELL C		42 NAME	Michael P. Berg
STREET ADDRESS	6000 LAKE FORREST DR., #200		43 STREET ADDRESS	101 Sun Ave NE
CITY-ST-ZIP	ATLANTA GA 30328		44 CITY-ST-ZIP	Albuquerque NM 87109
TITLE		[ ] DELETE	51 TITLE	Director [ ] Change [X] Addition
NAME			52 NAME	M Scott Adams
STREET ADDRESS			53 STREET ADDRESS	101 Sun Ave NE
CITY-ST-ZIP			54 CITY-ST-ZIP	Albuquerque NM 87109
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Addition
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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****168.75 ****158.75

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 with all other like empowered.

SIGNATURE: Mahal Beg 4-11-99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date

505/821 3355
Daytime Telephone Number

CR2E034 (11/98)