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FILED
Apr 08 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 # F97000001798 (4)

1. Corporation Name
AMERICAN HEALTH CAPITAL, INC.



Principal Place of Business: **433 E. LAS COLINAS BLVD., STE. 900 IRVING TX 75039**
 Mailing Address: **433 E. LAS COLINAS BLVD., STE. 900 IRVING TX 75039**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/08/1997

2. Principal Place of Business
 21 **800 W. AIRPORT Fwy**
 Suite, Apt. #, etc. **1100**
 City & State **IRVING, TX**
 Zip **75062** Country **USA**

2a. Mailing Address
 26 **800 W. AIRPORT Fwy**
 Suite, Apt. #, etc. **1100**
 City & State **IRVING, TX**
 Zip **75062** Country **USA**

4. FEI Number **75-2310472** Applied For Not Applicable

6. 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 or has paid the current year intangible Personal Property Tax due June 30. 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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CTP	<input type="checkbox"/> DELETE
NAME	REED, THOMAS W	
STREET ADDRESS	433 E. LAS COLINAS BLVD., STE. 900	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	D	<input type="checkbox"/> DELETE
NAME	REED, JOHN F	
STREET ADDRESS	433 E. LAS COLINAS BLVD., STE. 900	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	DONOVAN, MINDA	
STREET ADDRESS	433 E. LAS COLINAS BLVD., STE. 900	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RYAN, J. RICHARD	
STREET ADDRESS	433 E. LAS COLINAS BLVD., STE. 900	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HICKS, ALLEN M	
STREET ADDRESS	433 E. LAS COLINAS BLVD., STE. 900	
CITY-ST-ZIP	IRVING TX 75039	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CTP P/D	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	REED, THOMAS W.	
1.3 STREET ADDRESS	433 E. LAS COLINAS BLVD STE 900	
1.4 CITY-ST-ZIP	IRVING, TX 75039 - 800 W. AIRPORT Fwy	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	800 W. AIRPORT Fwy #1100	
2.3 STREET ADDRESS	IRVING, TX 75062	
2.4 CITY-ST-ZIP	IRVING, TX 75062	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	800 W. AIRPORT Fwy #1100	
3.3 STREET ADDRESS	IRVING, TX 75062	
3.4 CITY-ST-ZIP	IRVING, TX 75062	
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	800 W. AIRPORT Fwy #1100	
4.3 STREET ADDRESS	IRVING, TX 75062	
4.4 CITY-ST-ZIP	IRVING, TX 75062	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	800 W. AIRPORT Fwy #1100	
5.3 STREET ADDRESS	IRVING, TX 75062	
5.4 CITY-ST-ZIP	IRVING, TX 75062	
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: *Thomas Reed*

2-12-98

CR2E034 (10/97)