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Mar 06 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 # F97000002807 (2)

1. Corporation Name
APRIACARE MANAGEMENT SYSTEMS, INC.

Principal Place of Business 3560 HYLAND AVENUE COSTA MESA CA 92626	Mailing Address 3560 HYLAND AVENUE COSTA MESA CA 92626
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/29/1997	4. FEI Number 33-0675340	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 checked="" type="checkbox"/> No		

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

12. OFFICERS AND DIRECTORS	
TITLE	CEO <input checked="" type="checkbox"/> DELETE
NAME	JONES, JEREMY M.
STREET ADDRESS	3560 HYLAND AVENUE
CITY - ST - ZIP	COSTA MESA CA 92626
TITLE	COO <input checked="" type="checkbox"/> DELETE
NAME	PLOCHOCKI, STEVEN T.
STREET ADDRESS	3560 HYLAND AVENUE
CITY - ST - ZIP	COSTA MESA CA 92626
TITLE	<input type="checkbox"/> DELETE
NAME	SMALLEN, LAWRENCE H
STREET ADDRESS	3560 HYLAND AVENUE
CITY - ST - ZIP	COSTA MESA CA 92626
TITLE	<input type="checkbox"/> DELETE
NAME	HOLCOMBE, ROBERT S
STREET ADDRESS	3560 HYLAND AVENUE
CITY - ST - ZIP	COSTA MESA CA 92626
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	President, Director and COO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Higby, Lawrence M.
1.3 STREET ADDRESS	3560 Hyland Avenue
1.4 CITY - ST - ZIP	Costa Mesa, CA 92626
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: *L. H. Higby* (714) 427-2000

CP2E034 (10/97)