

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

FILED  
Apr 16 1998 8:00am  
Secretary of State

|                                             |                                                                                   |                                                                                                    |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # H25879 (8)  
1. Corporation Name  
MANOR CARE OF ORANGE COUNTY, INC.

|                                                                                                   |                                                                                       |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Principal Place of Business<br>% MANOR CARE INC.<br>10750 COLUMBIA PIKE<br>SILVER SPRING FL 20901 | Mailing Address<br>% MANOR CARE INC.<br>10750 COLUMBIA PIKE<br>SILVER SPRING FL 20901 |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
10/17/1984

|                                                                                                     |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country | 4. FEI Number<br>52-1410048<br>Applied For<br>Not Applicable<br>5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required<br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees<br>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

|                                                       |             |
|-------------------------------------------------------|-------------|
| 81 Name                                               | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | FL          |

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 |                     | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                          |
|----------------------------|---------------------|-------------------------------------------------------|------------------------------------------|
| TITLE                      | VP GS               | 1.1 TITLE                                             | Sr. VP Gen Counsel, Secretary & Director |
| NAME                       | REMPE, JAMES H.     | 1.2 NAME                                              | Rempe, James H.                          |
| STREET ADDRESS             | 10750 COLUMBIA PIKE | 1.3 STREET ADDRESS                                    | 11555 Darnestown Rd.                     |
| CITY-ST-ZIP                | SILVER SPRING MD    | 1.4 CITY-ST-ZIP                                       | Gaithersburg, Md. 20878                  |
| TITLE                      |                     | 2.1 TITLE                                             |                                          |
| NAME                       |                     | 2.2 NAME                                              |                                          |
| STREET ADDRESS             |                     | 2.3 STREET ADDRESS                                    |                                          |
| CITY-ST-ZIP                |                     | 2.4 CITY-ST-ZIP                                       |                                          |
| TITLE                      |                     | 3.1 TITLE                                             |                                          |
| NAME                       |                     | 3.2 NAME                                              |                                          |
| STREET ADDRESS             |                     | 3.3 STREET ADDRESS                                    |                                          |
| CITY-ST-ZIP                |                     | 3.4 CITY-ST-ZIP                                       |                                          |
| TITLE                      |                     | 4.1 TITLE                                             |                                          |
| NAME                       |                     | 4.2 NAME                                              |                                          |
| STREET ADDRESS             |                     | 4.3 STREET ADDRESS                                    |                                          |
| CITY-ST-ZIP                |                     | 4.4 CITY-ST-ZIP                                       |                                          |
| TITLE                      |                     | 5.1 TITLE                                             |                                          |
| NAME                       |                     | 5.2 NAME                                              |                                          |
| STREET ADDRESS             |                     | 5.3 STREET ADDRESS                                    |                                          |
| CITY-ST-ZIP                |                     | 5.4 CITY-ST-ZIP                                       |                                          |
| TITLE                      |                     | 6.1 TITLE                                             |                                          |
| NAME                       |                     | 6.2 NAME                                              |                                          |
| STREET ADDRESS             |                     | 6.3 STREET ADDRESS                                    |                                          |
| CITY-ST-ZIP                |                     | 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, changed, or on an attachment with an address.

SIGNATURE \_\_\_\_\_

CR2E034 (10/97)

MANORCARE HEALTH SERVICES, INC.  
LIST OF OFFICERS & DIRECTORS

BUSINESS ADDRESS FOR ALL:  
11555 DARNESTOWN ROAD  
GAITHERSBURG, MD 20878

HOME ADDRESS

|                                                                     |             |                                                  |
|---------------------------------------------------------------------|-------------|--------------------------------------------------|
| Stewart Bainum, Jr.<br>CEO & Director                               | 269-14-2118 | 12 Primrose Street<br>Chevy Chase, MD 20815      |
| Donald C. Tomasso<br>President & Director                           | 155-34-9800 | 13145 Scarlet Oak Drive<br>Darnestown, MD 20878  |
| Joseph R. Buckley<br>Executive VP                                   | 183-36-8196 | 7843 Oracle Place<br>Potomac, MD 20854           |
| James H. Rempe<br>Sr. VP, General Counsel &<br>Secretary & Director | 579-36-4775 | 7610 Connecticut Avenue<br>Chevy Chase, MD 20815 |
| Scott Van Hove<br>Executive VP - Operations                         | 503-76-7520 | 1349 30th St., N.W.<br>Washington, DC 20007      |
| John P. McKenna<br>Sr. VP - Operations                              | 212-42-9905 | 5812 Judge Dobbin Court<br>Baltimore, MD 21227   |
| Wallace E. Boston, Jr.<br>Sr. VP - Acquisitions                     | 219-66-3476 | 5320 Butler Court<br>Columbia, MD 21044          |
| Wolfgang von Maack<br>Sr. VP - Healthcare Services                  | 414-96-6931 | 8025 Glengalen Lane<br>Chevy Chase, MD 20815     |
| Russell W. Wilsie<br>VP-Gen'l Mgr., SW District                     | 441-58-4258 | 2808 Ashbrooke Place<br>Edmond, OK 73034         |
| Judith E. Mueller<br>VP - General Manager<br>Chicago District       | 479-66-3288 | 1441 Coventry Court<br>Darien, IL 60561          |

|                                                                             |              |                                                              |
|-----------------------------------------------------------------------------|--------------|--------------------------------------------------------------|
| Richard N. Carey<br>VP- General Manager<br>Western District                 | 213-50-9369  | 6920 Blaisdell Road<br>Bethesda, MD 20817                    |
| Donald H. Suhaka<br>VP-Training & Service Delivery                          | 146-52-0360  | 24624 Ridge Road<br>Damascus, MD 20872                       |
| Alan C. Marsh<br>VP-Risk Management                                         | 118-40-1729  | 101 Spot Club Road<br>Arnold, MD 21012                       |
| Lewis C. Price<br>VP-Product Management                                     | 293-42-1843  | 10206 Kensington Place<br>Kensington, MD 20895               |
| Larry R. Godla<br>VP-Construction & Development                             | 225-94-8173  | 1556 Mary Ellen Court<br>McLean, VA 22101                    |
| Donald E. Feltman<br>VP-Development                                         | 270-48-6237  | 9231 Talisman Drive<br>Vienna, VA 22182                      |
| Gregory D. Miller<br>VP-Marketing                                           | 046-38-4863  | 9406 Balfour Dr.<br>Bethesda, MD 20814                       |
| Robert A. Johnson<br>VP-Reimbursement                                       | 494-44-0099  | 14640 Dowling Drive<br>Burtonsville, MD 20866                |
| Michael J. Reed<br>VP-Operations, MD & VA District                          | 306-60-9286  | 21604 Stableview Dr.<br>Gaithersburg, MD 20882               |
| Margarita Schoendorfer<br>VP, Controller                                    | 218-56-0289  | 8805 Harness Trail<br>Potomac, MD 20854                      |
| K. Peter Kemezys<br>Assistant Secretary & Associate<br>General Counsel & VP | 358-40-4046  | 15025 Whitegate Rd.<br>Silver Spring, MD 20904               |
| John P. Butenas<br>Asst. Gen'l Counsel &<br>Asst. Secretary                 | 040-440-7722 | 5119 N. 26th Street<br>Arlington, VA 22207                   |
| Leo H. Phillips, Jr.<br>Assistant Secretary & Associate<br>General Counsel  | 369-48-5872  | 4740 Connecticut Ave. NW<br>Apt. 702<br>Washington, DC 20008 |
| Leigh C. Comas<br>VP-Finance & Treasurer                                    | 434-80-9699  | 3722 Cardiff Road<br>Chevy Chase, MD 20815                   |

|                                                                    |              |                                                    |
|--------------------------------------------------------------------|--------------|----------------------------------------------------|
| David Devereaux<br>VP-Gen'l Mgr. SE District                       | 173-542-2823 | 2423 Fox Head Way<br>Clearwater, FL 34619          |
| David C. Heberling<br>VP-Employee Relations                        | 188-40-0289  | 148 Twin Lakes Drive<br>Gettysburg, PA 17325       |
| Gary L. Henson<br>VP-Information Technology                        | 217-60-9493  | 10622 Gloucester Lane<br>Cheltenham, MD 20623      |
| Debra Howe<br>VP, Gen'l Mgr, Greater<br>Philadelphia District      | 228-82-5876  | 537 Legion Drive<br>West Chester, PA 19380         |
| Peter Olle<br>VP-Chief Information Officer                         | 322-46-5738  | 10409 Buckboard Place<br>Potomac, MD 20854         |
| James Pagoago<br>VP-Rehabilitation Services                        | 518-569-9484 | 13129 Fox Path Lane<br>West Friendship, MD 21794   |
| Richard Parades<br>VP-Gen'l Mgr., Midwest District                 | 485-74-6906  | 2239 Hunter Road<br>Bettendorf, IA 52722           |
| Carole Y. Prest<br>VP-Strategic Planning                           | 080-38-4161  | 10234 Democracy Blvd.<br>Potomac, MD 20854         |
| Marcia Reihart<br>VP-Gen'l Mgr., Central Western<br>PA District    | 215-48-7109  | 16317 Lowe Road<br>Stewartstown, PA 17363          |
| Charlton Wood<br>VP-Gen'l Mgr., Indiana,<br>Ohio, Detroit District | 254-64-9857  | 400 Butterfield Circle<br>Sagamore Hills, OH 44067 |
| Darrell Carlisle<br>VP-Finance                                     | 537-62-6996  | 3518 John Marshall Drive<br>Arlington, VA 22207    |
| Pete Childs<br>Asst. Treasurer                                     | 230-17-3398  | 2622 Hickery Hollow Lane<br>Oakton, VA 22124       |