


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

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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90050 022 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # H34174					
1. Corporation Name MANOR CARE OF LEE, INC.					
Principal Place of Business % MANOR CARE INC. 10750 COLUMBIA PIKE SILVER SPRING MD 20901			Mailing Address 11555 DARNESTOWN ROAD GAITHERSBURG MD 20878 US		
2. Principal Place of Business 21 333 NORTH Summit Suite, Apt. #, etc. 22 TAX Dept City & State 23 Toledo OH Zip 24 43699-0086		2a. Mailing Address 26 333 NORTH Summit Suite, Apt. #, etc. 27 TAX Dept City & State 28 TOLEDO OH Zip 29 43699-0086		3. Date Incorporated or Qualified 12/14/1984	
4. FEI Number 52-1410134		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		7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		10. Name and Address of New Registered Agent	
9. Name and Address of Current Registered Agent UNITED STATES CORPORATION COMPANY 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	VPGS	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	REMPE, JAMES H.		1.2 NAME	PAUL A ORMOND	
STREET ADDRESS	11555 DARNESTOWN ROAD		1.3 STREET ADDRESS	333 NORTH Summit	
CITY-ST-ZIP	GAITHERSBURG MD 20878		1.4 CITY-ST-ZIP	TOLEDO, OH 43699-0086	
TITLE	D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KEMEZYS, K. PETER		2.2 NAME	M Keith Weikel	
STREET ADDRESS	11555 DARNESTOWN ROAD		2.3 STREET ADDRESS	333 North Summit	
CITY-ST-ZIP	GAITHERSBURG MD 20878		2.4 CITY-ST-ZIP	TOLEDO OH 43699-0086	
TITLE	CCEO	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BAINUM, STEWART JR.		3.2 NAME	SEE Attached List	
STREET ADDRESS	11555 DARNESTOWN ROAD		3.3 STREET ADDRESS		
CITY-ST-ZIP	GAITHERSBURG MD 20878		3.4 CITY-ST-ZIP		
TITLE	SVPO	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	MCKENNA, JOHN P.		4.2 NAME		
STREET ADDRESS	11555 DARNESTOWN ROAD		4.3 STREET ADDRESS		
CITY-ST-ZIP	GAITHERSBURG MD 20878		4.4 CITY-ST-ZIP		
TITLE	PD	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	TOMASSO, DONALD C.		5.2 NAME		
STREET ADDRESS	11555 DARNESTOWN ROAD		5.3 STREET ADDRESS		
CITY-ST-ZIP	GAITHERSBURG MD 20878		5.4 CITY-ST-ZIP		
TITLE	EVP	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BUCKLEY, JOSEPH R.		6.2 NAME		
STREET ADDRESS	11555 DARNESTOWN ROAD		6.3 STREET ADDRESS		
CITY-ST-ZIP	GAITHERSBURG MD 20878		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, with all other like empowered.

SIGNATURE:

Peter Childs
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/17/99
Date

419-252-5885
Daytime Phone #

CR2E034 (11/98)

Q47845-90050-22
H 34174

**ManorCare Health Services, Inc.
and most wholly owned subsidiaries**

Directors:

Paul A. Ormond
M. Keith Weikel
Geoffrey G. Meyers

Officers:

Paul A. Ormond	Chairman, President & Chief Executive Officer
M. Keith Weikel	Senior Executive Vice President & Chief Operating Officer
Geoffrey G. Meyers	Executive Vice President, Chief Financial Officer & Assistant Secretary
R. Jeffrey Bixler	Vice President, General Counsel & Secretary
Spencer C. Moler	Vice President & Assistant Secretary
John P. McKenna	Senior Vice President, ALF Start-Up
Wolfgang von Maack	Senior Vice President, Healthcare Services
James H. Rempe	Senior Vice President
K. Peter Kemezys	Vice President, Associate General Counsel & Assistant Secretary
Leo H. Phillips, Jr.	Vice President, Associate General Counsel & Assistant Secretary
Judy Dabertin	Vice President, General Mgr., Chicago/West District
Larry R. Godla	Vice President, Construction
David C. Heberling	Vice President, Employee Relations
Debra Howe	Vice President, General Manager, Mid-Atlantic District
Robert A. Johnson	Vice President, Reimbursement
James Pagoaga	Vice President, Rehabilitation Services
Richard Parades	Vice President, General Manager, Mid-States District
Marcia Reihart	Vice President, General Manager, Eastern District
Nancy A. Edwards	Vice President, General Manager, Central Division
Jeffrey W. Ferguson	Vice President, General Manager, Midwest Division
F. Joseph Schmitt	Vice President, General Manager, Southern Division
Margarita Schoendorfer	Vice President, Controller
John P. Butenas	Assistant General Counsel & Assistant Secretary
Douglas Haag	Treasurer
Peter L. Childs	Assistant Treasurer
David L. Gehrich	Assistant Treasurer

Address for the above is as follows:

HCR Manor Care
333 North Summit
Toledo, OH 43699-0086