


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

FILED
Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90050 022 ***150.00

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| 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 |
|---|---|



DO NOT WRITE IN THIS SPACE

| | |
|--|---|
| 2. Principal Place of Business 21 333 NORTH Summit | 2a. Mailing Address 26 333 NORTH Summit |
| Suite, Apt. #, etc. 22 TAX Dept | Suite, Apt. #, etc. 27 TAX Dept |
| City & State 23 Toledo OH | City & State 28 TOLEDO OH |
| Zip 24 43699-0086 25 | Zip 29 43699-0086 30 |

| | | |
|---|---------------------------------------|--|
| 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 | |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes | <input checked="" 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 | VPGS | 1.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REMPE, JAMES H. | 1.2 NAME | |
| STREET ADDRESS | 11555 DARNESTOWN ROAD | 1.3 STREET ADDRESS | PAUL A ORMOND |
| CITY-ST-ZIP | GAITHERSBURG MD 20878 | 1.4 CITY-ST-ZIP | 333 NORTH Summit |
| TITLE | D | 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KEMEZYS, K. PETER | 2.2 NAME | |
| STREET ADDRESS | 11555 DARNESTOWN ROAD | 2.3 STREET ADDRESS | M Keith Weikel |
| CITY-ST-ZIP | GAITHERSBURG MD 20878 | 2.4 CITY-ST-ZIP | 333 North Summit |
| TITLE | CCEO | 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 | 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 | 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 | 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: _____ 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