


FILED
Jan 22 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 # J06887 (0)

1. Corporation Name

HEALTH ALLIANCE VENTURE CORPORATION

Principal Place of Business

C/O WATSON CLINIC
1600 LAKELAND HILLS BLVD
LAKELAND FL 33805
US

Mailing Address

C/O WATSON CLINIC
1600 LAKELAND HILLS BLVD
LAKELAND FL 33805
US

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 Zip Country

25 Zip Country

29 Zip Country

30 Zip Country

g. Name and Address of Current Registered Agent

BARDEN, GLEN A
1600 LAKELAND HILLS BLVD
LAKELAND FL 33805

81 Name

82 Street Address

83

84 City

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation, partnership, or limited liability company, is the owner of the office or registered agent, or both, in the State of Florida. Such change was authorized by the corporate or partnership agreement, or both, and accepted 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)

12. OFFICERS AND DIRECTORS

13.

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

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NAME

STREET ADDRESS

CITY - ST - ZIP

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY - ST - ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY - ST - ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY - ST - ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY - ST - ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY - ST - ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY - ST - ZIP

[illegible]

DO NOT WRITE IN THIS SPACE

[illegible]

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	D <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARDEN, GLEN A.	12 NAME	
STREET ADDRESS	1600 LAKELAND HILLS BLVD	13 STREET ADDRESS	
CITY - ST - ZIP	LAKELAND FL	14 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY, WILLIAM O. E.	22 NAME	
STREET ADDRESS	92 LAKE WIRE DRIVE	23 STREET ADDRESS	
CITY - ST - ZIP	LAKELAND FL	24 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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: William G. Bardin Glen A. Bordin, MD 118109 (415) 1-80-9215

CR2E034 (10/97)