
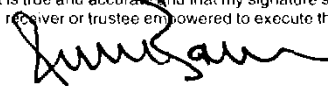


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR -7 AM 9:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company FLORIDA NURSING CARE AFFILIATES, L.L.C. P. O. BOX 14036 GAINESVILLE FL 32604-2036		DOCUMENT # L97000000832 1a. Principal Place of Business Address 4001 NEWBERRY RD., SUITE C-1 GAINESVILLE FL 32607			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/30/1997 4. FEI Number 65-0772494 5. Date of Last Report 05/01/1998	
3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent WARD, PETER H ESQ. 4001 NEWBERRY RD., SUITE C-1 GAINESVILLE FL 32607			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 300002841253 Suite, Apt. #, etc. -04/15/99--01118--024 ****188.75 ****188.75 City FL Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (If filer, Registered Agent is not required to sign this statement.)</small>					
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
MGRM	WHS ACQUISITION CORP,	P. O. BOX 14036	GAINESVILLE FL		
<div style="position: relative;"> 52 4-14-99 </div>					
11. I do 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 is true and accurate, and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		Ira S. Baron, Mgrm Auth Rep 352/377-2341 2 April 1999			