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Feb 20 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M72633 (4)
1. Corporation Name
BETHAMY LIVING CENTER MANAGEMENT COMPANY



Principal Place of Business: 10065 RED RUN BLVD, OWINGS MILLS MD 21117 US
Mailing Address: 10065 RED RUN BLVD, OWINGS MILLS MD 21117 US

3. Date Incorporated or Qualified: 03/18/1988
3a. Date of Last Report: 03/06/1996
4. FEI Number: 33-0502084
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24)
2a. Mailing Address (26-30)

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S PINE ISLAND RD
PLANTATION FL 33324

10. Name and Address of New Registered Agent (81-85)

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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CIRKA, LAWRENCE P.	1.2 NAME	
STREET ADDRESS	10065 RED RUN BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILLS MD	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAHILL, DENNIS A.	2.2 NAME	
STREET ADDRESS	10065 RED RUN BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILLS MD	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FULCHINO, MARK	3.2 NAME	
STREET ADDRESS	10065 RED RUN BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILLS MD	3.4 CITY-ST-ZIP	
TITLE	SD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVIN, MARC	4.2 NAME	
STREET ADDRESS	10065 RED RUN BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILLS MD	4.4 CITY-ST-ZIP	
TITLE	VD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ELKINS, MARSHALL A.	5.2 NAME	
STREET ADDRESS	10065 RED RUN BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	OWINGS MILLS MD	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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Bethamy Bradley
10065 RED RUN BLVD
OWINGS MILLS, MD 21117

VB 220

14. 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 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: Mark Fulchino 1/17/97 (410) 998-8578
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)