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Secretary of State

NONPROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # N46592 (4)
1. Corporation Name
ASSISTCARE, INC.



Principal Place of Business Mailing Address
C/O RANDALL PROUTY 2247 PALM BEACH LAKES BLVD., STE 220 WEST PALM BEACH FL 33409
C/O RANDALL PROUTY 2247 PALM BEACH LAKES BLVD., STE 220 WEST PALM BEACH FL 33409-3409

3. Date Incorporated or Qualified 12/24/1991
3a. Date of Last Report 05/01/1996

2. Principal Place of Business 21 2a. Mailing Address 26
Suite, Apt. #, etc. 22 Suite, Apt. #, etc. 27
City & State 23 City & State 28
Zip 24 Country 25 Zip 29 Country 30
4. FEI Number 65-0302723 Applied For Not Applicable
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

9. Name and Address of Current Registered Agent
PROUTY, RANDALL
2247 PALM BEACH LAKES BLVD., STE. 220
WEST PALM BEACH FL 33409
10. Name and Address of New Registered Agent
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 617.0502 and 617.1508, 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 617.0503, 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	D	1.1 TITLE	
NAME	STEELE, GEORGE	1.2 NAME	
STREET ADDRESS	169 LAYSTREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	INGLIS FL 34449	1.4 CITY-ST-ZIP	
TITLE	D/T	2.1 TITLE	
NAME	BABB, WAYNE	2.2 NAME	
STREET ADDRESS	17337 SE INDAIN HILLS DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	TEGLESTA FL	2.4 CITY-ST-ZIP	
TITLE	PDS	3.1 TITLE	
NAME	PROUTY, RANDALL H.	3.2 NAME	
STREET ADDRESS	2247 PALM BEACH LAKES BLVD., #220	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 33409	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Randall H. Prouty, Director* 3/17/97
561-627-0367
310-457-3236
Daytime Phone # 0040776

CR2E037 (9/96)