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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N96000006272

1. Corporation Name

HERITAGE CARE OF SARASOTA, INC.

Principal Place of Business 2750 BAHIA VISTA ST. SARASOTA, FL 34239-2612	Mailing Address 16133 VENTURA BLVD. 965 ENCINO, CA 91346
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2. Principal Place of Business 21 2750 BAHIA VISTA ST. Suite, Apt. #, etc. 22	2a. Mailing Address 26 16133 VENTURA BLVD. Suite, Apt. #, etc. 27 965 City & State 28 ENCINO, CA Zip 29 91346 Country 30 USA	3. Date Incorporated or Qualified 12/10/96 4. FEI Number 31-1507046 Applied For 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
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9. Name and Address of Current Registered Agent F & L CORP. THE GREENLEAF BUILDING, THIRD FLOOR 200 LAURA STREET JACKSONVILLE, FLORIDA 32201-0240	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
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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

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 NAME STREET ADDRESS CITY - ST - ZIP	CHAIRMAN OF THE BOARD <input type="checkbox"/> DELETE ONOFRIO VINCENT BERTOLINI 16133 VENTURA BLVD., STE 965 ENCINO, CA 91436	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition JEROLD GOLDSTEIN 16133 VENTURA BLVD., STE 965 ENCINO, CA 91436
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY <input type="checkbox"/> DELETE VIRGIL LIM 16133 VENTURA BLVD., STE 965 ENCINO, CA 91436	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition CARY MEDILL 2983 DEEP CANYON DR BEVERLY HILLS, CA 90210
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TREASURER <input type="checkbox"/> DELETE VIRGIL LIM 16133 VENTURA BLVD., STE 965 ENCINO, CA 91436	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition DONALD KING 1055 WEST ROSECRANS COMPTON, CA 90222
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition HERBERT SALTZMAN 6071 BRISTOL PARKWAY, STE 200 CULVER CITY, CA 90230
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	CHEIF FIN OFFICER <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition STEPHAN GOODMAN 16133 VENTURA BLVD, STE 935 ENCINO, CA 91436
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 617, 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: Wendell Charles Underwood CFO Date 11/8/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR