

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 19 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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<b>DOCUMENT # P08488</b>	<b>(9)</b>
1. Corporation Name <b>HILLHAVEN PROPERTIES, LTD., INC.</b>	

Principal Place of Business <b>400 WEST MARKET ST. 3300 PROVIDIAN CENTER LOUISVILLE KY 40202 US</b>	Mailing Address <b>400 WEST MARKET ST. 3300 PROVIDIAN CENTER LOUISVILLE KY 40202 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 501 So. Fourth Avenue</b> Suite, Apt. #, etc. <b>22 Suite 140</b> City & State <b>23 Louisville, KY</b> Zip <b>24 40202</b>	2a. Mailing Address <b>26 501 So. Fourth Avenue</b> Suite, Apt. #, etc. <b>27 Suite 140</b> City & State <b>28 Louisville, KY</b> Zip <b>29 40202</b>	Country <b>25 USA</b>	Country <b>30 USA</b>
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3. Date Incorporated or Qualified <b>12/19/1985</b>	4. FEI Number <b>41-1422212</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>	
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10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b> 85 Zip Code

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 \_\_\_\_\_ (NOTE: Registered Agent's signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>PCEO LUNSFORD, BRUCE W 3300 PROVIDIAN CENTER LOUISVILLE KY 40202</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>CFO WESLEY, J TIMOTHY 515 W MARKET ST LOUISVILLE KY</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VPR BICKLEY, JOSEPH L 515 W MARKET ST LOUISVILLE KY</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DD BELLANDE, RALPH H 515 W MARKET ST LOUISVILLE KY</b> <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>CFOD MULLOY II, W PATRICK 515 W MARKET ST LOUISVILLE KY</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>501 So. Fourth Avenue Louisville, KY 40202</b>
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>501 So. Fourth Avenue Louisville, KY 40202</b>
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>Andrew L. Schoepf 501 So. Fourth Avenue Louisville, KY 40202</b>
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>501 So. Fourth Avenue Louisville, KY 40202</b>
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE  **W. Patrick Mulloy, II, CEO 4/28/98**

CR2E034 (10/97)