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May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P14080 (6)
1. Corporation Name
HORIZON/CMS HEALTHCARE CORPORATION



Principal Place of Business 6001 INDIAN SCHOOL RD., NE STE. 530. ATTN: JULIE VALDEZ ALBUQUERQUE NM 87110-4139 US	Mailing Address 6001 INDIAN SCHOOL RD., NE STE. 530 ATTN: JULIE VALDEZ ALBUQUERQUE NM 87110-4139 US
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3. Date Incorporated or Qualified 04/16/1987	3a. Date of Last Report 07/30/1996
4. FEI Number 91-1346899	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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

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

10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code
FL	

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 signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PD <input type="checkbox"/> DELETE
NAME	NEAL, ELLIOTT
STREET ADDRESS	5091 LOS PABLANOS, N.W.
CITY - ST - ZIP	ALBUQUERQUE NM
TITLE	VD <input type="checkbox"/> DELETE
NAME	GONZALES, CHARLES H
STREET ADDRESS	1419 CAMINO AMPARO
CITY - ST - ZIP	ALBUQUERQUE NM
TITLE	VD <input type="checkbox"/> DELETE
NAME	JEFFRIES, MICHAEL
STREET ADDRESS	3018 ASHKIRK PLACE
CITY - ST - ZIP	RIO RANCHO NM
TITLE	S <input type="checkbox"/> DELETE
NAME	SAUDER, SCOT
STREET ADDRESS	3412 MATEO PRADO, NW
CITY - ST - ZIP	ALBUQUERQUE NM
TITLE	VCFO <input type="checkbox"/> DELETE
NAME	SCHOFIELD, ERNEST A
STREET ADDRESS	6121 CAAROUSEL N.W.
CITY - ST - ZIP	ALBUQUERQUE NM
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

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

SIGNATURE: _____ SIGNATURE REQUIRED

4/23/97

Date Daytime Phone #

0600870

CR2E034 (9/96)

11/13/96

Attachment A

HORIZON/CMS HEALTHCARE CORPORATION

6001 Indian School Rd., NE, Albuquerque, NM 87110

Officers and Directors

Name & Address	Title	Social Security Number	Ownership Interest
Neal M. Elliott 6001 Indian School Rd., NE Albuquerque, NM 87110	President, Chief Executive Officer, Director (Chairman of the Board)	532-38-8545	3.02%
Michael A. Jeffries 6001 Indian School Rd., NE Albuquerque, NM 87110	Senior Vice President, Chief Operating Officer, Director	316-52-9732	*
Charles H. Gonzales 6001 Indian School Rd., NE Albuquerque, NM 87110	Senior VP, Subsidiary Operations, Assistant Secretary, Director	585-66-5408	*
Ernest A. Schofield 6001 Indian School Rd., NE Albuquerque, NM 87110	Senior VP, Chief Financial Officer, Director	521-92-7317	*
Frank M. McCord 6001 Indian School Rd., NE Albuquerque, NM 87110	Director	557-32-2415	*
Raymond Noveck 6001 Indian School Rd., NE Albuquerque, NM 87110	Director	135-36-2009	*
Maria Pappas 6001 Indian School Rd., NE Albuquerque, NM 87110	Director	236-76-4232	*
Charles K. Bradford 6001 Indian School Rd., NE Albuquerque, NM 87110	Director	331-22-9778	*
Ronald N. Riner, M.D. 6001 Indian School Rd., NE Albuquerque, NM 87110	Director	127-38-3713	*
Reginald D. Strickland 6001 Indian School Rd., NE Albuquerque, NM 87110	Assistant Senior Vice President of Operations - Long Term Care	587-64-4345	*
Scot Sauder 6001 Indian School Rd., NE Albuquerque, NM 87110	Secretary, VP Legal Affairs General Counsel	555-90-0219	*
John Duggan 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President and Chief Human Resources Officer	565-25-4351	*
Joseph Turmes 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Operations	503-52-8713	*
Kenneth L. Owings 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Operations - Mid-Western Division	459-31-7184	*

11/13/96

Name & Address	Title	Social Security Number	Ownership Interest
Charles Naparalla 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President, Specialty Hospital Division	393-54-7436	*
Rodney C. Panyik 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Human Resources	288-40-9083	*
Donna Slater 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Professional Services	279-52-0861	*
Sharon G. Ulibarri 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President-Controller	585-90-6399	*
Albert W. Sousa 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Medical Specialty Services	047-54-2213	*
Robert L. Froisness 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Government Programs	470-58-0624	*
Michael H. Seeliger 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Investor and Public Relations	127-38-4207	*
Sean Dailey 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President Finance	154-38-9794	*
Benjamin Williams 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President of Information Services and Chief Information Officer	246-08-9187	*
Jacqueline Gordon 6001 Indian School Rd., NE Albuquerque, NM 87110	Assistant Secretary	226-84-0639	*
Michael Rzendian 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President, Controller - Medical Specialties and Pharmacy Division	378-70-5852	*
Douglas Warrick 6001 Indian School Rd., NE Albuquerque, NM 87110	Vice President - Taxation	271-44-6832	*
* Less than 1 %			