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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90050 020 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P14602

1. Corporation Name
MANOR LIVING CENTERS, INC.



Principal Place of Business	Mailing Address
11555 DARNESTOWN GATHERSBURG MD 20878 US	11555 DARNESTOWN RD GATHERSBURG MD 20878 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21 333 North Summit	26 333 North Summit	05/27/1987	52-1465781	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc. TAX Dept	27 Suite, Apt. #, etc. TAX Dept	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required	
23 City & State TOLEDO OH	28 City & State TOLEDO OH	6. Election Campaign Financing	<input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip 43699-0086 25 Country	29 Zip 43699-0086 30 Country	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAINUM, STEWART JR	1.2 NAME	PAUL A Ormon D
STREET ADDRESS	11555 DARNESTOWN RD	1.3 STREET ADDRESS	333 North Summit
CITY-ST-ZIP	GATHERSBURG MD 20878	1.4 CITY-ST-ZIP	TOLEDO OH 43699-0086
TITLE	SEE Attached List <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	SEE Attached List
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: _____ **Peter Childs** 419-252-5885
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

247343-90050-20
P14602

**ManorCare Health Services, Inc.
and most wholly owned subsidiaries**

Directors:

Paul A. Ormond
M. Keith Weikel
Geoffrey G. Meyers

Officers:

Paul A. Ormond	Chairman, President & Chief Executive Officer
M. Keith Weikel	Senior Executive Vice President & Chief Operating Officer
Geoffrey G. Meyers	Executive Vice President, Chief Financial Officer & Assistant Secretary
R. Jeffrey Bixler	Vice President, General Counsel & Secretary
Spencer C. Moler	Vice President & Assistant Secretary
John P. McKenna	Senior Vice President, ALF Start-Up
Wolfgang von Maack	Senior Vice President, Healthcare Services
James H. Rempe	Senior Vice President
K. Peter Kemezys	Vice President, Associate General Counsel & Assistant Secretary
Leo H. Phillips, Jr.	Vice President, Associate General Counsel & Assistant Secretary
Judy Dabertin	Vice President, General Mgr., Chicago/West District
Larry R. Godla	Vice President, Construction
David C. Heberling	Vice President, Employee Relations
Debra Howe	Vice President, General Manager, Mid-Atlantic District
Robert A. Johnson	Vice President, Reimbursement
James Pagoaga	Vice President, Rehabilitation Services
Richard Parades	Vice President, General Manager, Mid-States District
Marcia Reihart	Vice President, General Manager, Eastern District
Nancy A. Edwards	Vice President, General Manager, Central Division
Jeffrey W. Ferguson	Vice President, General Manager, Midwest Division
F. Joseph Schmitt	Vice President, General Manager, Southern Division
Margarita Schoendorfer	Vice President, Controller
John P. Butenas	Assistant General Counsel & Assistant Secretary
Douglas Haag	Treasurer
Peter L. Childs	Assistant Treasurer
David L. Gehrich	Assistant Treasurer

Address for the above is as follows:

HCR Manor Care
333 North Summit
Toledo, OH 43699-0086