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FILED
May 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P25722 (0)
1. Corporation Name
FIRST HEALTHCARE CORPORATION

Principal Place of Business
400 W MARKET ST
3300 PROVIDIAN CENTER
LOUISVILLE KY 40202
US

Mailing Address
400 W MARKET ST
3300 PROVIDIAN CENTER
LOUISVILLE KY 40202
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/23/1989	
21	Suite, Apt. #, etc. 400 W. Market St., Ste. 3300	26	Suite, Apt. #, etc. 400 W. Market St., Ste. 3300	4. FEI Number 04-2432780	Applied For Not Applicable
22	City & State Louisville, KY	27	City & State Louisville, KY	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip 40202	28	Zip 40202	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country US	29	Country US	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		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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

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	PECO	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUNSFORD, W B	1.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER	1.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	1.4 CITY-ST-ZIP	
TITLE	VCFO	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REED III, W E	2.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER	2.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	2.4 CITY-ST-ZIP	
TITLE	VSEC	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FORCE, JILL L	3.2 NAME	Landerwich, Joseph L.
STREET ADDRESS	3300 PROVIDIAN CENTER	3.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	3.4 CITY-ST-ZIP	
TITLE	VIRE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LECHLEITER, RICHARD A	4.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER	4.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARR, MICHAEL R	5.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER	5.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	5.4 CITY-ST-ZIP	
TITLE	VP	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINDHORST, DAVID R	6.2 NAME	Wood, Brian K.
STREET ADDRESS	3300 PROVIDIAN CENTER	6.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY	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.

SIGNATURE

Brian K. Wood

4/23/98

(502)506-7200

CR2E034 (10/97)

First Healthcare Corporation

DIRECTORS

Michael R. Barr **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

OFFICERS

Frank W. Anastasio **Vice President, Ancillary Services**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Karen G. Barnes **Vice President, Clinical Operations**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Michael R. Barr **Chief Operating Officer and Executive Vice President**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Frank J. Battafarano **Senior Vice President, Central Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard P. Blinn **Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Bryan D. Burklow **Senior Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard E. Chapman **Senior Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

G. Stephen Clark **Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

R. John Cowgill **Vice President, Facilities Management**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Jill L. Force **Senior Vice President, General Counsel and Assistant Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

FirstHealthcare Corporation

James H. Gillenwater, Jr. **Senior Vice President, Planning and Development**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Thomas L. Grissom **Vice President, Government Affairs**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard Gurka **Senior Vice President, Mountain Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Cecelia A. Hagan **Vice President, Human Resources**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Vincent S. Hambright **Vice President, West Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Phillip D. Hurley **Senior Vice President, Midwest Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Thomas T. Ladt **Executive Vice President, Operations**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Joseph L. Landenwich **Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard A. Lechleiter **Vice President, Finance and Corporate Controller**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Maria M. Levering **Senior Vice President, Corporate Services**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Chairman of the Board, President, and Chief Executive Officer**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Adrienne Lyons **Vice President, Midwest Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Katheryn J. Markham **Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Steven L. Monaghan **Vice President, Finance**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

First Healthcare Corporation

Susan E. Moss Primary Address:	Vice President, Corporate Communications 400 West Market Street, Suite 3300 Louisville, KY 40202
Anne M. Nipp Primary Address:	Vice President, Southeast Region 400 West Market Street, Suite 3300 Louisville, KY 40202
James J. Novak Primary Address:	Senior Vice President, Southeast Region 400 West Market Street, Suite 3300 Louisville, KY 40202
John V. Oliver Primary Address:	Vice President, Mountain Region 400 West Market Street, Suite 3300 Louisville, KY 40202
Bobby R. Palmer Primary Address:	Vice President, Central Region 400 West Market Street, Suite 3300 Louisville, KY 40202
Brian L. Pugh Primary Address:	Vice President, Program Development 400 West Market Street, Suite 3300 Louisville, KY 40202
W. Earl Reed, III Primary Address:	Chief Financial Officer and Executive Vice President 400 West Market Street, Suite 3300 Louisville, KY 40202
M. Suzanne Riedman Primary Address:	Vice President and Assistant General Counsel 400 West Market Street, Suite 3300 Louisville, KY 40202
T. Richard Riney Primary Address:	Assistant Secretary 400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas M. Schuhmann Primary Address:	Vice President, Reimbursement 400 West Market Street, Suite 3300 Louisville, KY 40202
T. Stephen Turner Primary Address:	Senior Vice President, West Region 400 West Market Street, Suite 3300 Louisville, KY 40202
David R. Windhorst Primary Address:	Vice President, Financial Systems Development 400 West Market Street, Suite 3300 Louisville, KY 40202
Brian K. Wood Primary Address:	Vice President, Tax 400 West Market Street, Suite 3300 Louisville, KY 40202