

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

FILED
May 15 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 # P25854 (1)
 1. Corporation Name
HEALTHPRIME, INC.



Principal Place of Business Mailing Address

**555 SUN VALLEY DR
 SUITE N-4
 ROSWELL GA 30076** **555 SUN VALLEY DR
 SUITE N-4
 ROSWELL GA 30076**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/31/1989

21	22	23	24	25	26	27	28	29	30
2. Principal Place of Business					2a. Mailing Address				
950 North Point Pkwy.					950 North Point Pkwy.				
Suite, Apt. #, etc.					Suite, Apt. #, etc.				
Suite 100					Suite 100				
City & State					City & State				
Alpharetta, GA					Alpharetta, GA				
Zip					Zip				
30005-4134					30005-4134				
Country					Country				
U.S.A.					U.S.A.				

4. FEI Number
58-1847823

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1308, 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)

12. OFFICERS AND DIRECTORS

TITLE	CPT	<input type="checkbox"/> DELETE
NAME	MITTLEIDER, DOUGLAS K.	
STREET ADDRESS	385 NORTHRIDGE RD. #120	
CITY-ST-ZIP	ATLANTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MITTLEIDER, DOUGLAS K.	
STREET ADDRESS	385 NORTHRIDGE RD. #120	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	FOXWORTHY, MICHAEL L.	
STREET ADDRESS	385 NORTHRIDGE RD., #120	
CITY-ST-ZIP	ATLANTA GA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	QUIROS, PAUL A.	
STREET ADDRESS	400 COLONY SQUARE	
CITY-ST-ZIP	ATLANTA GA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	950 North Point Pkwy., Suite 100
1.4 CITY-ST-ZIP	Alpharetta, GA 30005-4134
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	950 North Point Pkwy., Suite 100
2.4 CITY-ST-ZIP	Alpharetta, GA 30005-4134
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	950 North Point Pkwy., Suite 100
3.4 CITY-ST-ZIP	Alpharetta, GA
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	191 Peachtree St., 46th Floor
4.4 CITY-ST-ZIP	Atlanta, GA 30303
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 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 both an addition with an address.

SIGNATURE _____ **5/15/98**

CR2E034 (10/97)