

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

FILED

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 # P38029 (5)

1. Corporation Name
HEALTHFIELD, INC.

Principal Place of Business
6666 POWERS FERRY ROAD, SUITE 328
ATLANTA GA 30339

Mailing Address
6666 POWERS FERRY ROAD, SUITE 328
ATLANTA GA 30339-2915



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/24/1992	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.			4. FEI Number 58-1819650	Applied For Not Applicable
22. City & State	27. City & State			5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip			6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	25. Country	29. Country	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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	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	CP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINDLEY, RODNEY D.	1.2 NAME	
STREET ADDRESS	6666 POWERS FERRY RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSS, DANIEL D.	2.2 NAME	
STREET ADDRESS	6666 POWERS FERRY RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SORRENTINO, KATHLEEN M.	3.2 NAME	
STREET ADDRESS	6666 POWERS FERRY RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, THOMAS	4.2 NAME	
STREET ADDRESS	6666 POWERS FERRY RD, STE. 328	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JENKINS, GEORGE	5.2 NAME	
STREET ADDRESS	6666 POWERS FERRY RD, STE. 328	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	
TITLE		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 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:  DATE: 1/24/97 DAYTIME PHONE: 770-953-9510

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

0012360

CR2E034 (9/96)