

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

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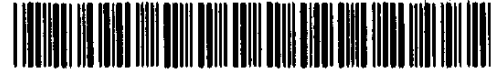
May 08 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P93000045238 (1)

1. Corporation Name
HUMANA INTERNAL MEDICINE ASSOCIATES OF THE PALM BEACHES, INC.

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| Principal Place of Business 2400 E COMMERCIAL BLVD SUITE 213 FT LAUDERDALE FL 33308 US | Mailing Address ATTN: TAX DEPARTMENT PO BOX 740026 LOUISVILLE KY 40201-7426 US |
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|--|------------------|---------------------|-------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 06/25/1993 | 3a. Date of Last Report 05/01/1996 |
| 21. State, Apt. #, etc. | 22. City & State | 23. Zip | 24. Country | 4. FEI Number 56-1827928 | Applied For <input type="checkbox"/> Not Applicable |
| 25. State, Apt. #, etc. | 26. City & State | 27. Zip | 28. Country | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 29. State, Apt. #, etc. | 30. City & State | 31. Zip | 32. Country | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM C/O CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. PLANTATION FL 33324 | | | | 10. Name and Address of New Registered Agent | |

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.

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|---|-------------------------|---|--------------------------|--|--|
| SIGNATURE | | (NOTE: Registered Agent signature required when re-registering) | | DATE | |
| 12. OFFICERS AND DIRECTORS | | | | | |
| TITLE | NAME | STREET ADDRESS | CITY - ST - ZIP | <input type="checkbox"/> DELETE | |
| PD | SMITH, WAYNE | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | | |
| SVPD | CASH, W. LARRY | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | <input type="checkbox"/> DELETE | |
| SVPD | COUGHLIN, KAREN A | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | <input type="checkbox"/> DELETE | |
| SVPD | GARMON, PHILIP B | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | <input type="checkbox"/> DELETE | |
| SVPD | LANKFORD, RONALD S MD | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | <input type="checkbox"/> DELETE | |
| VP | BAUERNFEIND, GEORGE | 500 WEST MAIN | LOUISVILLE KY 40201-1438 | <input type="checkbox"/> DELETE | |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | | | | |
| 1.1 TITLE | 1.2 NAME | 1.3 STREET ADDRESS | 1.4 CITY - ST - ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| PD | WOLF, GREGORY H. | 500 W MAIN | LOUISVILLE KY 40201-1438 | | |
| 2.1 TITLE | 2.2 NAME | 2.3 STREET ADDRESS | 2.4 CITY - ST - ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| VP | MURRAY, JAMES E. | 500 W MAIN | LOUISVILLE KY 40201-1438 | | |
| 3.1 TITLE | 3.2 NAME | 3.3 STREET ADDRESS | 3.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| SVPD | McCALLISTER, MICHAEL B. | 500 W MAIN | LOUISVILLE KY 40201-1438 | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 4.1 TITLE | 4.2 NAME | 4.3 STREET ADDRESS | 4.4 CITY - ST - ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| S | KROGER, JOAN O. | 500 W MAIN | LOUISVILLE KY 40201-1438 | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 5.1 TITLE | 5.2 NAME | 5.3 STREET ADDRESS | 5.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 6.1 TITLE | 6.2 NAME | 6.3 STREET ADDRESS | 6.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |

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: *George Bauernfeind* **GEORGE BAUERNFEIND, V P-TAXES** **4/30/97** **(502)580-1000**
 SIGNATURE/AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)