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Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P94000080054 (7)

1. Corporation Name
LIFELINE HEALTH, INC.



Principal Place of Business: 7235 BRYAN DAIRY RD, LARGO FL 34647, US
Mailing Address: 7235 BRYAN DAIRY RD, LARGO FL 33777-1538, US

3. Date Incorporated or Qualified: 10/31/1994
3a. Date of Last Report: 07/19/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-fields for Suite, City, State, Zip, and Country.

4. FEI Number: 59-3281769
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
BETANCOURT, WILL J
7235 BRYAN DAIRY RD
SUITE 6
LARGO FL 34647

10. Name and Address of New Registered Agent
81 Name: Neal, A.R. Esq.
82 Street Address (P.O. Box Number is Not Acceptable): 13517 Feather Sound Drive
83 Suite 300
84 City: Clearwater, FL 85 Zip Code: 34622

11. Pursuant to the provisions of Sections 607.0507 and 607.0508, 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: *A.R. Neal*
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DPST	<input type="checkbox"/> DELETE
NAME	OLSON, THOMAS J	
STREET ADDRESS	7235 BRYAN DAIRY RD	
CITY - ST - ZIP	LARGO FL	
TITLE	C	<input type="checkbox"/> DELETE
NAME	OLSON, DIANA	
STREET ADDRESS	7235 BRYAN DAIRY RD.	
CITY - ST - ZIP	LARGO FL 34647	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
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 type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
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 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 as changed, or on an attached report with an address.

SIGNATURE: *Thomas J. Olson* 3-24-97 813-541-2999
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)