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Mar 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

DOCUMENT # P95000079009 (3)

1. Corporation Name
SUNHEALTH FLORIDA HOLDINGS, INC.

Principal Place of Business
1900 SUMMIT TOWER BLVD.
SUITE 1060
ORLANDO FL 32810

Mailing Address
1900 SUMMIT TOWER BLVD.
SUITE 1060
ORLANDO FL 32810-5825



3. Date Incorporated or Qualified 10/12/1995	3a. Date of Last Report 02/19/1996
4. FEI Number 59-3349420	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

ALLERTON, THOMAS
% SUNHEALTH CARE PLANS OF FLORIDA
1900 SUMMIT TOWER BLVD., SUITE 1060
ORLANDO FL 32810

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	
TITLE	D <input type="checkbox"/> DELETE
NAME	LIND, RICHARD
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810
TITLE	D <input type="checkbox"/> DELETE
NAME	COVERT, MICHAEL
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810
TITLE	D <input type="checkbox"/> DELETE
NAME	MURPHY, FRANK
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810
TITLE	D <input type="checkbox"/> DELETE
NAME	CRONE, WILLIAM
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810
TITLE	D <input type="checkbox"/> DELETE
NAME	WERNER, THOMAS
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810
TITLE	D <input type="checkbox"/> DELETE
NAME	ALLERTON, THOMAS
STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
CITY-ST-ZIP	ORLANDO FL 32810

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ANASTASIO, LANCE W.
1.3 STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
1.4 CITY-ST-ZIP	ORLANDO, FL 32810
2.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	ROSENTHAL, DAN
2.3 STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
2.4 CITY-ST-ZIP	ORLANDO, FL 32810
3.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	BIEBEL, JOHN
3.3 STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
3.4 CITY-ST-ZIP	ORLANDO, FL 32810
4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	METTS, PAUL
4.3 STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
4.4 CITY-ST-ZIP	ORLANDO, FL 32810
5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	BOYCE, PHILIP
5.3 STREET ADDRESS	% 1900 SUMMIT TOWER BLVD., SUITE 1060
5.4 CITY-ST-ZIP	ORLANDO, FL 32810
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 if changed, or on an attachment with an address.

SIGNATURE:

Signature and typed or printed name of signing officer or director
Thomas D. Allerton

Date
3/7/97 407-660-1826

Daytime Phone

CR2E034 (9/96)