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**Jan 29 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 # P96000028764 (4)

1. Corporation Name
ARCH CREEK HEALTHCARE, INC.



Principal Place of Business: **16910 DALLAS PARKWAY
SUITE 200
DALLAS TX 75248**
Mailing Address: **16910 DALLAS PARKWAY
SUITE 200
DALLAS TX 75248-1834**

3. Date Incorporated or Qualified: **03/27/1996** 3a. Date of Last Report: **N/A**
4. FEI Number: **75-2643219** Applied For: Not Applicable
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

2. Principal Place of Business: **21** Suite, Apt. #, etc.: **25**
City & State: **22** City & State: **27**
Zip: **23** Country: **25** Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent
**WHITE, H. DARRELL JR
215 S MONROE STREET
SUITE 600
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: _____ 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

TITLE	Chairman and CEO <input type="checkbox"/> DELETE
NAME	Irving D. Boyes
STREET ADDRESS	16910 Dallas Parkway, #200
CITY-ST-ZIP	Dallas, TX 75248
TITLE	President <input type="checkbox"/> DELETE
NAME	Michael J. Lively
STREET ADDRESS	16910 Dallas Parkway, #200
CITY-ST-ZIP	Dallas, TX 75248
TITLE	Secretary/Treasurer <input type="checkbox"/> DELETE
NAME	Shirley Salkeld
STREET ADDRESS	16910 Dallas Parkway, #200
CITY-ST-ZIP	Dallas, Texas 75248
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; 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 as an attachment with an address.

SIGNATURE: *Irving D. Boyes*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: **1-23-97** Daytime Phone #: _____

CR2E034 (9/96)