

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Oct 01 1998 8:00am
 Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1998



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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/27/1996

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 owes or has paid the current year Intangible
 Personal Property Tax due June 30. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25 Country

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30 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

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CEO DELETE
 NAME BOYES, IRVING D.
 STREET ADDRESS 16910 DALLAS PARKWAY, #200
 CITY-ST-ZIP DALLAS TX

TITLE P DELETE
 NAME LIVELY, MICHAEL J.
 STREET ADDRESS 16910 DALLAS PARKWAY, #200
 CITY-ST-ZIP DALLAS TX

TITLE ST DELETE
 NAME SALKELD, SHIRLEY
 STREET ADDRESS 16910 DALLAS PARKWAY, #200
 CITY-ST-ZIP DALLAS TX

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

14. I 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:

Irving D. Boyes

CR2E034 (5/98)