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May 16 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



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

DOCUMENT # P96000082672 (2)

1. Corporation Name
ROSEWOOD MANOR OF VERO BEACH, INC.



Principal Place of Business
**6410 OLD DIXIE HIGHWAY
 VERO BEACH FL 32967**

Mailing Address
**6410 OLD DIXIE HIGHWAY
 VERO BEACH FL 32967-5909**

3. Date Incorporated or Qualified 10/07/1996	3a. Date of Last Report
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> 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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. State, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Country
24. Zip	25. Country
29. Zip	30. Country

9. Name and Address of Current Registered Agent
**FUNNELL, SCOTT R
 6410 OLD DIXIE HIGHWAY
 VERO BEACH FL 32967**

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	PD	<input type="checkbox"/> DELETE
NAME	RENO, THOMAS M	
STREET ADDRESS	1385 20TH AVE.	
CITY-ST-ZIP	VERO BEACH FL 32960	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	FUNNELL, SCOTT R	
STREET ADDRESS	1251 BARBER STEET	
CITY-ST-ZIP	SEBASTAIN FL 32958	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	FUNNELL, ROBERT L	
STREET ADDRESS	4685 69TH ST.	
CITY-ST-ZIP	VERO BEACH FL 32967	
TITLE	AST	<input type="checkbox"/> DELETE
NAME	ST. PIERRE, BERNARD C	
STREET ADDRESS	P.O. BOX 308	
CITY-ST-ZIP	VERO BEACH FL 32961	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	AST. ST. PIERRE, BERNARD C
4.3 STREET ADDRESS	1940 SAND DOLLAR LN.
4.4 CITY-ST-ZIP	VERO BEACH, FLA 32963
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	100002194961
6.3 STREET ADDRESS	-05/29/97--01078--007
6.4 CITY-ST-ZIP	***173.75

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: *Thomas M Reno* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 4-18-97 544-564-9393
 Date Daytime Phone #

CR2E034 (9/96)