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**Feb 27 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 # V35972

(1)

1. Corporation Name
HOSPICE, INC.



Principal Place of Business
**ATTN: LEGAL DEPARTMENT
100 S. BISCAYNE BLVD., SUITE 1500
MIAMI FL 33131**

Mailing Address
**ATTN: LEGAL DEPARTMENT
100 S. BISCAYNE BLVD., SUITE 1500
MIAMI FL 33131-2029**

3. Date Incorporated or Qualified **05/14/1992**
3a. Date of Last Report **02/23/1996**

21. Principal Place of Business Suite, Apt #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address Suite, Apt #, etc.	27. City & State	28. Zip	29. Country	30. Country	4. FEI Number 65-0160635	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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											

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET 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				

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DCEO	<input type="checkbox"/> DELETE	1.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	WESTBROOK, HUGH A		1.2 NAME	Kathryn A. Christmann			
STREET ADDRESS	100 S BISCAYNE BLVD., SUITE 1500		1.3 STREET ADDRESS	100 S. Biscayne Boulevard, Suite 1500			
CITY-ST-ZIP	MIAMI FL		1.4 CITY-ST-ZIP	Miami, Florida 33131			
TITLE	E	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	NEVIN, RICHARD I. JR		2.2 NAME	Peter H. Harris			
STREET ADDRESS	100 S BISCAYNE BLVD., SUITE 1500		2.3 STREET ADDRESS	100 S. Biscayne Boulevard, Suite 1500			
CITY-ST-ZIP	MIAMI FL		2.4 CITY-ST-ZIP	Miami, Florida 33131			
TITLE	D	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	Senior VP	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	COLLIFLOWER, ESTHER T		3.2 NAME	Thomas E. Combs			
STREET ADDRESS	100 S BISCAYNE BLVD. STE 1500		3.3 STREET ADDRESS	100 S. Biscayne Boulevard, Suite 1500			
CITY-ST-ZIP	MIAMI FL		3.4 CITY-ST-ZIP	Miami, Florida 33131			
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	WILLIAMS, J. R		4.2 NAME				
STREET ADDRESS	100 S BISCAYNE BLVD., STE 1500		4.3 STREET ADDRESS				
CITY-ST-ZIP	MIAMI FL		4.4 CITY-ST-ZIP				
TITLE	VTAS	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	OHLENDORF, MARK		5.2 NAME				
STREET ADDRESS	100 S BISCAYNE BLVD., STE 1500		5.3 STREET ADDRESS				
CITY-ST-ZIP	MIAMI FL		5.4 CITY-ST-ZIP				
TITLE	S	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	STERLING, MARK A		6.2 NAME				
STREET ADDRESS	100 S BISCAYNE BLVD., STE 1500		6.3 STREET ADDRESS				
CITY-ST-ZIP	MIAMI FL		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 _____ DATE _____ DAYTIME PHONE # _____

CR2E034 (9/96)