

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 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 # V37606 (3)
1. Corporation Name
VC - WM, INC.

Principal Place of Business
3300 PROVIDIAN CENTER
LOUISVILLE KY 40202

Mailing Address
3300 PROVIDIAN CENTER
LOUISVILLE KY 40202



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		05/20/1992	
22 400 W. Market St., Ste. 3300		27 400 W. Market St., Ste. 3300		4. FEI Number	
23 City & State		28 Louisville, KY		58-2226419	
24 Zip		25 Country		Applied For	
40202		US		Not Applicable	
29 40202		30 US		5. Certificate of Status Desired	
				8. Election Campaign Financing	
				Trust Fund Contribution	
				8.75 Additional Fee Required	
				5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				X Yes [] 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DEVP [] DELETE	1.1 TITLE	[X] Change [] Addition
NAME	BARR, MICHAEL R	1.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	1.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	1.4 CITY-ST-ZIP	
TITLE	D [] DELETE	2.1 TITLE	[X] Change [] Addition
NAME	LUNDSFORD, W. BRUCE	2.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	2.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	2.4 CITY-ST-ZIP	
TITLE	D [] DELETE	3.1 TITLE	[X] Change [] Addition
NAME	REED, W. EARL III	3.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	3.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	3.4 CITY-ST-ZIP	
TITLE	VP [] DELETE	4.1 TITLE	[X] Change [] Addition
NAME	ANASTASIO, FRANK W	4.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	4.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	4.4 CITY-ST-ZIP	
TITLE	VP [] DELETE	5.1 TITLE	[X] Change [] Addition
NAME	COWGILL, R. JOHN	5.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	5.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	5.4 CITY-ST-ZIP	
TITLE	AS [] DELETE	6.1 TITLE	[X] Change [] Addition
NAME	LANDENWICH, JOSEPH L	6.2 NAME	
STREET ADDRESS	3300 PROVIDIAN CENTER, 400 W. MARKET ST.	6.3 STREET ADDRESS	400 W. Market St., Ste. 3300
CITY-ST-ZIP	LOUISVILLE KY 40202	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.

Brian K. Wood

4/22/98

(502) 506-7300

CR2E034 (10/97)

VC - WM, Inc.

DIRECTORS

Michael R. Barr **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

OFFICERS

Frank W. Anastasio **Vice President, Ancillary Services**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Karen G. Barnes **Vice President, Clinical Operations**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Michael R. Barr **Chief Operating Officer and Executive Vice President**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Frank J. Battafarano **Senior Vice President, Central Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard P. Blinn **Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Bryan D. Burklow **Senior Vice President, Northeast Region**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard E. Chapman **Senior Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

G. Stephen Clark **Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

R. John Cowgill **Vice President, Facilities Management**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Jill L. Force **Senior Vice President, General Counsel and Assistant Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

VC - WM, Inc.

James H. Gillenwater, Jr.	Senior Vice President, Planning and Development
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas L. Grissom	Vice President, Government Affairs
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Richard Gurka	Senior Vice President, Mountain Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Cecelia A. Hagan	Vice President, Human Resources
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Vincent S. Hambright	Vice President, West Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Phillip D. Hurley	Senior Vice President, Midwest Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas T. Ladt	Executive Vice President, Operations
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Joseph L. Landenwich	Secretary
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Richard A. Lechleiter	Vice President, Finance and Corporate Controller
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Maria M. Levering	Senior Vice President, Corporate Services
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
W. Bruce Lunsford	Chairman of the Board, President, and Chief Executive Officer
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Adrienne Lyons	Vice President, Midwest Region
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Katheryn J. Markham	Vice President, Information Systems
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202
Steven L. Monaghan	Vice President, Finance
Primary Address:	400 West Market Street, Suite 3300 Louisville, KY 40202

VC - WM, Inc.

Susan E. Moss Primary Address:	Vice President, Corporate Communications 400 West Market Street, Suite 3300 Louisville, KY 40202
Anne M. Nipp Primary Address:	Vice President, Southeast Region 400 West Market Street, Suite 3300 Louisville, KY 40202
James J. Novak Primary Address:	Senior Vice President, Southeast Region 400 West Market Street, Suite 3300 Louisville, KY 40202
John V. Oliver Primary Address:	Vice President, Mountain Region 400 West Market Street, Suite 3300 Louisville, KY 40202
Bobby R. Palmer Primary Address:	Vice President, Central Region 400 West Market Street, Suite 3300 Louisville, KY 40202
Brian L. Pugh Primary Address:	Vice President, Program Development 400 West Market Street, Suite 3300 Louisville, KY 40202
W. Earl Reed, III Primary Address:	Chief Financial Officer and Executive Vice President 400 West Market Street, Suite 3300 Louisville, KY 40202
M. Suzanne Riedman Primary Address:	Vice President and Assistant General Counsel 400 West Market Street, Suite 3300 Louisville, KY 40202
T. Richard Riney Primary Address:	Assistant Secretary 400 West Market Street, Suite 3300 Louisville, KY 40202
Thomas M. Schuhmann Primary Address:	Vice President, Reimbursement 400 West Market Street, Suite 3300 Louisville, KY 40202
T. Stephen Turner Primary Address:	Senior Vice President, West Region 400 West Market Street, Suite 3300 Louisville, KY 40202
David R. Windhorst Primary Address:	Vice President, Financial Systems Development 400 West Market Street, Suite 3300 Louisville, KY 40202
Brian K. Wood Primary Address:	Vice President, Tax 400 West Market Street, Suite 3300 Louisville, KY 40202