


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V44579 (3)
1. Corporation Name BAILEY RETIREMENT CENTER, INC.

Principal Place of Business 1121 NW 6TH STREET GAINESVILLE FL 32601	Mailing Address 1121 NW 6TH STREET GAINESVILLE FL 32601
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/18/1992		3a. Date of Last Report 06/04/1996	
4. FEI Number 59-3128910		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

2. Principal Place of Business 21 1305A NORTHWEST 6TH STREET Suite, Apt. #, etc.	2a. Mailing Address 26 197 FIRST AVENUE Suite, Apt. #, etc.
City & State 23 GAINESVILLE FL Zip 32607 Country USA	City & State 28 NEEDHAM MA Zip 02194 Country USA

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND RD PLANTATION FL 33324		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	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P DOYLE, MICHAEL J. SIX NEW ENGLAND EXECUTIVE PARK BURLINGTON MA 01803 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CEO 197 FIRST AVENUE NEEDHAM, MA 02194 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TS MILES, KENNETH M SIX NEW ENGLAND EXECUTIVE PARK BURLINGTON MA 01803 <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	PIT KAUFMAN, ROBERT M. 197 FIRST AVENUE NEEDHAM, MA 02194 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	EVP/IS CLARY, JAMES M., III 197 FIRST AVENUE NEEDHAM, MA 02194 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	EVP/D GOSMAN, ANDREW D. 197 FIRST AVENUE NEEDHAM, MA 02194 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	EVP GOSMAN, MICHAEL M. 197 FIRST AVENUE NEEDHAM, MA 02194 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	PLEASE SEE ATTACHED LISTING OF OTHER OFFICERS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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.

CR2E034 (4/97)

1997 FLORIDA PROFIT CORPORATION ANNUAL REPORT

**BAILEY RETIREMENT CENTER, INC.
DOCUMENT #: V44579**

BLOCK 13: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

OFFICERS AND DIRECTORS [AS SEPARATELY LISTED ON THE REPORT]:

Doyle, Michael J.	CEO	197 First Avenue, Needham, MA 02194
Kaufman, Robert M.	P / T	197 First Avenue, Needham, MA 02194
Clary, James M., III	EVP / S	197 First Avenue, Needham, MA 02194
Gosman, Andrew D.	EVP / D	197 First Avenue, Needham, MA 02194
Gosman, Michael M	EVP	197 First Avenue, Needham, MA 02194

OTHER OFFICERS:

Kanter, Joel A	EVP	197 First Avenue, Needham, MA 02194
Zaccaro, Michael J.	EVP	197 First Avenue, Needham, MA 02194
Maley, Kevin J.	SVP	197 First Avenue, Needham, MA 02194
Zermani, Richard P.	SVP / S [Asst.]	197 First Avenue, Needham, MA 02194
Bohnen, Michael J.	S [Asst.]	197 First Avenue, Needham, MA 02194