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May 15 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 # 851012 (5)
1. Corporation Name
HEALTH CARE AND RETIREMENT CORPORATION OF AMERIC
A



Principal Place of Business Mailing Address
ONE SEAGATE ATTN TAX 21 TOLEDO OH 43604-2616 US
ONE SEAGATE ATTN TAX 21 TOLEDO OH 43604-1558 US

3. Date Incorporated or Qualified 11/13/1981
3a. Date of Last Report 04/24/1996
4. FEI Number 34-4402510
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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

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

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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

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)

12. OFFICERS AND DIRECTORS
TITLE S [] DELETE
NAME BIXLER, JEFFREY R
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH
TITLE DP [] DELETE
NAME ORMOND, PAUL A.
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH
TITLE ATS [] DELETE
NAME GEHRICH, DAVID LEE
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH
TITLE VD [] DELETE
NAME WEIKEL, M. KEITH
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH
TITLE TAS [] DELETE
NAME MOLER, S.C.
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH
TITLE VD [] DELETE
NAME MEYERS, G.G.
STREET ADDRESS ONE SEAGATE
CITY-ST-ZIP TOLEDO OH

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE [] Change [] Addition
1.2 NAME SEE ATTACHED
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 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: David L Gehrich APR 22 1997 (419)252-5764
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Health Care and Retirement Corporation of America

OFFICERS

Paul A. Ormond	Chairman, President & Chief Executive Officer
M. Keith Weikel	Senior Executive Vice President & Chief Operating Officer
Geoffrey G. Meyers	Executive Vice President, Chief Financial Officer & Assistant Secretary
R. Jeffrey Bixler	Vice President, General Counsel & Secretary
Nancy A. Edwards	Vice President, General Manager of the Central Division
Jeffrey W. Ferguson	Vice President, General Manager of the Midwest Division
J. Susan Hines	Vice President, Director of Clinical Services and Specialty Programs
William H. Kinschner	Vice President, Director of Management Support Services
Barry A. Lazarus	Vice President, Director of Reimbursement
Spencer C. Moler	Vice President, Controller, Treasurer & Assistant Secretary
Wade B. O'Brian	Vice President, Director of Human Resources and Labor Relations & Assistant Secretary
F. Joseph Schmitt	Vice President, General Manager of the Southern Division
Paul G. Sieben	Vice President, Director of Development & Construction
Joyce C. Smith	Vice President, Director of Professional Services
Jack W. Ficks	Assistant Vice President, General Manager of Therapy Operations
John K. Graham	Assistant Vice President, General Manager of Vision Management Services and Ancillary Businesses
Jim C. Millspaugh	Assistant Vice President, Director of Human Resources Operations Support
Deborah J. Workman	Assistant Vice President, Director of MIS
John I. Remenar	Assistant Vice President, Director of Financial Services & Assistant Treasurer
David L. Gehrich	Assistant Secretary & Assistant Treasurer
Douglas G. Haag	Assistant Treasurer

DIRECTORS

Paul A. Ormond
Geoffrey G. Meyers
M. Keith Weikel

ADDRESS FOR ALL ABOVE IS:

One SeaGate
Toledo, Ohio 43604-2616
Phone: (419) 252-5600