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May 08 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 # L97690 (6)

1. Corporation Name
OAK HILL ACQUISITION, INC.



Principal Place of Business
ONE PARK PLAZA
NASHVILLE TN 37203
US

Mailing Address
P.O. BOX 570
ATTN: TAX DEPT
NASHVILLE TN 37202-0570
US

3. Date Incorporated or Qualified 09/05/1990
3a. Date of Last Report 05/01/1996

2. Principal Place of Business
21
Suite, Apt. # etc.
22
City & State
23
/ip Country
24
25

2a. Mailing Address
26
PO BOX 750
27
Suite, Apt. #, etc.
28
City & State
Nashville TN
29
Zip
37202
30
Country
USA

4. FEI Number 62-1466044
Applied For Not Applicable
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

9. Name and Address of Current Registered Agent
PRENTICE HALL CORPORATION SYSTEM, INC.
~~110 NORTH MAGNOLIA STREET~~
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number's Not Applicable)
1201 Hays Street, Ste. 105
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

TITLE	P	<input type="checkbox"/> DELETE
NAME	MOEN, DANIEL J.	
STREET ADDRESS	7975 NW 154TH ST., #400A	
CITY- ST- ZIP	MIAMI LAKES FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BRAUN, STEPHEN T.	
STREET ADDRESS	ONE PARK PLAZA	
CITY- ST- ZIP	NASHVILLE TN	
TITLE	VDT	<input type="checkbox"/> DELETE
NAME	GOLBY, DAVID G.	
STREET ADDRESS	ONE PARK PLAZA	
CITY- ST- ZIP	NASHVILLE TN	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	SCHWEINHART, RICHARD A.	
STREET ADDRESS	ONE PARK PLAZA	
CITY- ST- ZIP	NASHVILLE TN	
TITLE	V	<input type="checkbox"/> DELETE
NAME	JOHNSON, R. M	
STREET ADDRESS	ONE PARK PLAZA	
CITY- ST- ZIP	NASHVILLE TN	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FRANCK, JOHN M	
STREET ADDRESS	ONE PARK PLAZA	
CITY- ST- ZIP	NASHVILLE TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Jim Fleetwood
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	DONAHAY, KENNETH
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	ELTON, ROSALYN
4.3 STREET ADDRESS	
4.4 CITY- ST- ZIP	
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	
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: *[Signature]* DATE: 4/20/97

CR2E034 (9/96)