

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

FILED
Apr 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P14602 (7)

1. Corporation Name
MANOR LIVING CENTERS, INC.



Principal Place of Business 10750 COLUMBIA PIKE SILVER SPRING MD 20901-4427	Mailing Address 10750 COLUMBIA PIKE SILVER SPRING MD 20901-4427
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/27/1987	
2. Principal Place of Business 21 11555 Darnestown Rd Suite, Apt. #, etc.	2a. Mailing Address same as principal place
22 8	27
23 Gaithersburg, Md.	28
24 20878	25
26 52-1465781	29
5. Certificate of Status Desired <input type="checkbox"/>	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
\$8.75 Additional Fee Required	\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	CASEY, EVERETT F.	
STREET ADDRESS	10750 COLUMBIA PIKE	
CITY-ST-ZIP	SILVER SPRING MD	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	BAINUM, STEWART JR	
STREET ADDRESS	10750 COLUMBIA PIKE	
CITY-ST-ZIP	SILVER SPRING MD	
TITLE	VC	<input checked="" type="checkbox"/> DELETE
NAME	BAINUM, STEWART SR	
STREET ADDRESS	10750 COLUMBIA PIKE	
CITY-ST-ZIP	SILVER SPRING MD	
TITLE	CCEO	<input checked="" type="checkbox"/> DELETE
NAME	BAINUM JR., STEWART	
STREET ADDRESS	10750 COLUMBIA PIKE	
CITY-ST-ZIP	SILVER SPRING MD	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Bainum, Stewart Jr
2.3 STREET ADDRESS	11555 Darnestown Rd
2.4 CITY-ST-ZIP	Gaithersburg, md 20878
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
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	

See Attached List for Additions

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, changed, or on an attachment with an address.

SIGNATURE: _____

CR2E034 (10/97)

MANORCARE HEALTH SERVICES, INC.
LIST OF OFFICERS & DIRECTORS

BUSINESS ADDRESS FOR ALL:
11555 DARNESTOWN ROAD
GAITHERSBURG, MD 20878

HOME ADDRESS

Stewart Bainum, Jr. CEO & Director	269-14-2118	12 Primrose Street Chevy Chase, MD 20815
Donald C. Tomasso President & Director	155-34-9800	13145 Scarlet Oak Drive Darnestown, MD 20878
Joseph R. Buckley Executive VP	183-36-8196	7843 Oracle Place Potomac, MD 20854
James H. Rempe Sr. VP, General Counsel & Secretary & Director	579-36-4775	7610 Connecticut Avenue Chevy Chase, MD 20815
Scott Van Hove Executive VP - Operations	503-76-7520	1349 30th St., N.W. Washington, DC 20007
John P. McKenna Sr. VP - Operations	212-42-9905	5812 Judge Dobbin Court Baltimore, MD 21227
Wallace E. Boston, Jr. Sr. VP - Acquisitions	219-66-3476	5320 Butler Court Columbia, MD 21044
Wolfgang von Maack Sr. VP - Healthcare Services	414-96-6931	8025 Glengalen Lane Chevy Chase, MD 20815
Russell W. Wilsie VP-Gen'l Mgr., SW District	441-58-4258	2808 Ashbrooke Place Edmond, OK 73034
Judith E. Mueller VP - General Manager Chicago District	479-66-3288	1441 Coventry Court Darien, IL 60561

Richard N. Carey VP- General Manager Western District	213-50-9369	6920 Blaisdell Road Bethesda, MD 20817
Donald H. Suhaka VP-Training & Service Delivery	146-52-0360	24624 Ridge Road Damascus, MD 20872
Alan C. Marsh VP-Risk Management	118-40-1729	101 Spot Club Road Arnold, MD 21012
Lewis C. Price VP-Product Management	293-42-1843	10206 Kensington Place Kensington, MD 20895
Larry R. Godla VP-Construction & Development	225-94-8173	1556 Mary Ellen Court McLean, VA 22101
Donald E. Feltman VP-Development	270-48-6237	9231 Talisman Drive Vienna, VA 22182
Gregory D. Miller VP-Marketing	046-38-4863	9406 Balfour Dr. Bethesda, MD 20814
Robert A. Johnson VP-Reimbursement	494-44-0099	14640 Dowling Drive Burtonsville, MD 20866
Michael J. Reed VP-Operations, MD & VA District	306-60-9286	21604 Stableview Dr. Gaithersburg, MD 20882
Margarita Schoendorfer VP, Controller	218-56-0289	8805 Harness Trail Potomac, MD 20854
K. Peter Kemezys Assistant Secretary & Associate General Counsel & VP	358-40-4046	15025 Whitegate Rd. Silver Spring, MD 20904
John P. Butenas Asst. Gen'l Counsel & Asst. Secretary	040-440-7722	5119 N. 26th Street Arlington, VA 22207
Leo H. Phillips, Jr. Assistant Secretary & Associate General Counsel	369-48-5872	4740 Connecticut Ave. NW Apt. 702 Washington, DC 20008
Leigh C. Comas VP-Finance & Treasurer	434-80-9699	3722 Cardiff Road Chevy Chase, MD 20815

David Devereaux VP-Gen'l Mgr. SE District	173-542-2823	2423 Fox Head Way Clearwater, FL 34619
David C. Heberling VP-Employee Relations	188-40-0289	148 Twin Lakes Drive Gettysburg, PA 17325
Gary L. Henson VP-Information Technology	217-60-9493	10622 Gloucester Lane Cheltenham, MD 20623
Debra Howe VP, Gen'l Mgr, Greater Philadelphia District	228-82-5876	537 Legion Drive West Chester, PA 19380
Peter Olle VP-Chief Information Officer	322-46-5738	10409 Buckboard Place Potomac, MD 20854
James Pagoago VP-Rehabilitation Services	518-569-9484	13129 Fox Path Lane West Friendship, MD 21794
Richard Parades VP-Gen'l Mgr., Midwest District	485-74-6906	2239 Hunter Road Bettendorf, IA 52722
Carole Y. Prest VP-Strategic Planning	080-38-4161	10234 Democracy Blvd. Potomac, MD 20854
Marcia Reihart VP-Gen'l Mgr., Central Western PA District	215-48-7109	16317 Lowe Road Stewartstown, PA 17363
Charlton Wood VP-Gen'l Mgr., Indiana, Ohio, Detroit District	254-64-9857	400 Butterfield Circle Sagamore Hills, OH 44067
Darrell Carlisle VP-Finance	537-62-6996	3518 John Marshall Drive Arlington, VA 22207
Pete Childs Asst. Treasurer	230-17-3398	2622 Hickery Hollow Lane Oakton, VA 22124