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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2005



0561705

ORGANIZATION ID # 0561705	STATE OR COUNTRY OF INCORPORATION KY	ORGANIZATION DATE 06/09/2003	FILING FEE \$15.00
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RECEIVED

MAY 05 2005

(1) EXACT PROFESSIONAL SERVICE CORPORATION NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

ASSOCIATES FOR WOMEN'S CARE, P.S.C.
150 NORTH EAGLE CREEK
SUITE 500
LEXINGTON, KY 40509

SECRETARY OF STATE
COMMONWEALTH OF KY

(3) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

3213 Summit Square Place
Suite 200
Lexington, KY 40509

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS
Changes made to the registered agent or registered office cannot be made on this form. Complete (4) to request a form to be mailed or download form from web site.

MICHAEL C SLONE
201 WALTON AVENUE
LEXINGTON, KY 40502

(4) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

(5) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names and titles of officers listed below. Please note any additions to or changes in the principal officers and give the business address for each person listed. If (5) is blank, type or print the names and business addresses of the current principal officers. If sole officer, please note. The annual report will be returned if business addresses are not listed.

President	Dr. Larry S. Butler	Address	"
Vice President	Dr. Elizabeth Campbell + John Greene	Address	"
Secretary	Jean O'Nan	Address	"
Treasurer	Dr. Jean O'Nan	Address	"

(6) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors. The annual report will be returned if business addresses are not listed.

Name	Dr. Larry Butler	Address	"
Name	Elizabeth Campbell	Address	"
Name	Jean O'Nan	Address	"
Name	John Greene	Address	"

(7) SHAREHOLDERS Type or print the names and addresses of the corporation's shareholders. The annual report will be returned if business addresses are not listed.

Name	Larry Butler	Address	"
Name	Elizabeth Campbell	Address	"
Name	jean O'Nan	Address	"
Name	John Greene	Address	"

I VERIFY THAT THE INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Signature of Officer or Chairman of the Board: Dr. Larry Butler TITLE President DATED _____

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION
I, President of said corporation, certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this certificate.

PRESIDENT'S SIGNATURE: Dr. Larry Butler

ANNUAL REPORT AND FILING FEE
Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS
Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATIONS

Secretary of State State Capitol, Room 154 700 Capital Avenue Frankfort, KY 40601 (502)-564-2848	Secretary of State 363 Versailles Road Frankfort, KY 40601 (502)-573-0265
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NOTE: P O Box 1150 is for annual report filings only.