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**May 06 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 # J27769 (5)
1. Corporation Name
CONTINUCARE CORPORATION



Principal Place of Business: **7641 BURNET AVENUE VAN NUYS CA 91405**
Mailing Address: **7641 BURNET AVENUE VAN NUYS CA 91405-1006**

3. Date Incorporated or Qualified: **08/04/1986**
3a. Date of Last Report: **03/19/1996**

2. Principal Place of Business: **100 SE 2nd Street**
2a. Mailing Address: **100 SE 2nd Street**
21. Suite, Apt. #, etc.: **36th Floor**
26. Suite, Apt. #, etc.: **36th Floor**
22. City & State: **Miami, FL**
27. City & State: **Miami, FL**
23. Zip: **33131**
25. Country:
28. Zip: **33133**
29. Country:

4. FEI Number: **59-2716023**
Applied For: 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
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
81. Name: **Susan Tarbe**
82. Street Address (P.O. Box Number is Not Acceptable): **100 SE 2nd Street**
83. **36th Floor**
84. City: **Miami** FL 85. Zip Code: **33131**

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: *Susan Tarbe* **Susan Tarbe, Exec VP, General Counsel** 4/21/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	STEIN, ROBERT A	
STREET ADDRESS	13112 VALLEYHEART DRIVE SOUTH, #205	
CITY-ST-ZIP	STUDIO CITY CA	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	ZOTOS, THOMAS	
STREET ADDRESS	8150 NAGEL AVE	
CITY-ST-ZIP	N HOLLYWOOD CA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ADELMAN, STEVEN	
STREET ADDRESS	2385 ROSCOMARE RD B3	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	SLAYTON, TODD B	
STREET ADDRESS	11911 MAYFIELD AVE. #6	
CITY-ST-ZIP	LOS ANGELES CA 90049	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	POLITI, MARK	
STREET ADDRESS	452 SMITHWOOD DR.	
CITY-ST-ZIP	BEVERLY HILLS CA 90212	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C/D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Charles M. Fernandez	
1.3 STREET ADDRESS	100 SE 2nd Street, 36th Floor	
1.4 CITY-ST-ZIP	Miami, FL 33131	
2.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Susan Tarbe	
2.3 STREET ADDRESS	100 SE 2nd Street, 36th Floor	
2.4 CITY-ST-ZIP	Miami, FL 33131	
3.1 TITLE	V/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Michael C. Piercey	
3.3 STREET ADDRESS	100 SE 2nd Street, 36th Floor	
3.4 CITY-ST-ZIP	Miami, FL 33131	
4.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Carlis Sabinson	
4.3 STREET ADDRESS	100 SE 2nd Street, 36th Floor	
4.4 CITY-ST-ZIP	Miami, FL 33131	
5.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Maria T. Sosa	
5.3 STREET ADDRESS	100 SE 2nd Street, 36th Floor	
5.4 CITY-ST-ZIP	Miami, FL 33131	
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.

CR2E034 (9/96)