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May 07 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000076847 (1)

1. Corporation Name
MEDTHERAPY CENTER INC.



Principal Place of Business: 1516 VENERA AVE. CORAL GABLES FL 33133 US
Mailing Address: 1516 VENERA AVE. CORAL GABLES FL 33146-9011 US

3. Date Incorporated or Qualified: 11/05/1993
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business (21-24) and 4. FEI Number (25-30) section with fields for Suite, City, State, Zip, Country, and FEI Number 65-0446434.

9. Name and Address of Current Registered Agent (RAFULS, ANNE) and 10. Name and Address of New Registered Agent (FRANK GOLDSTEIN).

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: [Signature] (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS (1.1-1.4) and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1-6.4) table.

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] WILLIAM A. RAFULS 4/22/97 (305) 662-7700

CR2E034 (9/96)