

AMENDMENT

PROFIT
CORPORATION
ANNUAL REPORT
1996
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # J30417

1. Corporation Name

 PROSTAHELP, INC.
 717 Ponce de Leon Blvd., Suite 211
 Coral Gables, FL 33134

Principal Place of Business

 717 Ponce de Leon Blvd.
 Suite 211
 Coral Gables, FL 33134

Mailing Address

 717 Ponce de Leon Blvd.
 Suite 211
 Coral Gables, FL 33134

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

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29

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9. Name and Address of Current Registered Agent

 MERKIN, STEWART A
 RIVERGATE PLAZA, SUITE 300
 444 BRICKELL AVENUE
 MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

 100001891441
 -07/11/96--01081--041

***61.25

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

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 P/T/D
 NAME CARLOS M. PEREZ
 STREET ADDRESS 4915 Riviera Drive
 CITY-ST-ZIP Coral Gables, FL 33146

 TITLE
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 STREET ADDRESS
 CITY-ST-ZIP

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 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

 1.1 TITLE VP/D
 1.2 NAME JOSE M. WASMER
 1.3 STREET ADDRESS 747 Ponce de Leon Blvd., #700
 1.4 CITY-ST-ZIP Coral Gables, Florida 33134

 2.1 TITLE VP-Clinical Research
 2.2 NAME LUIS MAGGIOLO
 2.3 STREET ADDRESS 747 Ponce de Leon Blvd., #700
 2.4 CITY-ST-ZIP Coral Gables, Florida 33134

 3.1 TITLE S
 3.2 NAME STEWART A. MERKIN
 3.3 STREET ADDRESS 444 Brickell Ave., Suite 300
 3.4 CITY-ST-ZIP Miami, Florida 33131

 4.1 TITLE D
 4.2 NAME MANUEL IGLESIAS
 4.3 STREET ADDRESS 4275 Aurora St. #F
 4.4 CITY-ST-ZIP Coral Gables, FL 33146

 5.1 TITLE D
 5.2 NAME RAUL DELGADO
 5.3 STREET ADDRESS 3191 Coral Way, Suite 1010
 5.4 CITY-ST-ZIP Miami, Florida 33145

 6.1 TITLE D
 6.2 NAME MANUEL GARCIA
 6.3 STREET ADDRESS 2451 Brickell Ave., Apt. 8N
 6.4 CITY-ST-ZIP Miami, FL 33129

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CARLOS M. PEREZ, Pres.

07-3-96

(305)441-1651

Date

Daytime Phone

CS 7/11/96