


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

APPROVED
AND
FILED

1997 JUN 11 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # J73046 1. Corporation Name STANZEL, INC.					
Principal Place of Business			Mailing Address		
100 N.W. 170th Street, Suite 203 N. Miami Beach, FL 33169					
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualifies	
21		2a1		5/13/87	
22		2a2		5/1/96	
23		2a3		59-2809189	
24		2a4		Applied For	
25		2a5		No: Applicable	
26		2a6		5. Certificate of Status Desired	
27		2a7		8. Election Campaign Financing	
28		2a8		Trust Fund Contribution	
29		2a9		9. This corporation has liability for tangible tax under s. 169.032	
30		2a10		Florida Statutes	
31		2a11		Yes No	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
81			82		
83			84		
85			86		
87			88		
89			90		
91			92		
93			94		
95			96		
97			98		
99			100		
11. Pursuant to the provisions of Sections 607.0502 and 607.0508, 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. Hereby accepting the appointment as registered agent, I am familiar with, and accept, the obligations of Section 607.0505, Florida Statutes.					
SIGNATURE: <i>[Signature]</i> 6-4-97					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.013(1), 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. 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: <i>[Signature]</i> 6-4-97					

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6/11/97

NOTICE OF REASONABLE CAUSE
FOR LATE FILING OF ANNUAL REPORT
1997

This corporation is a partner in PAL-MED Health Services, a partnership comprised of 204 partners, approximately 190 of which are Florida corporations.

In November, 1996 PAL-MED Health Services undertook steps to convert from a Florida partnership into a Florida corporation, and established Provider Innovations, Inc. for this purpose.

As of January 1, 1997 PAL-MED commenced operating as Provider Innovations, Inc. and advised each of its partners that there was no longer any need to maintain their corporations which were established for the sole purpose of holding their PAL-MED shares. They were further instructed not to file their annual reports and to allow their corporations to be involuntarily dissolved.

On May 20, 1997 a review of the conversion from PAL-MED Health Services to Provider Innovations, Inc. revealed that all of the legal steps necessary for the conversion were not consummated, and therefore the conversion was never effectuated. As a result the PAL-MED partnership was still in effect, and its individual and corporate partners remained in their same capacity as prior to January 1st.

Accordingly, each of the corporations which owns an interest in PAL-MED Health Services was instructed on June 4, 1997 to immediately file their annual reports and to attach this explanation of reasonable cause.