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April 11, 1997

*PA
Change*

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

VIA HAND DELIVERY

200002141292--7
-04/14/97--01002--006
*****70.00 *****35.00

RE: TOTAL HEALTH CHOICE, INC.
TOAL OF FLORIDA HOLDINGS COMPANY, INC.

Dear Division Officer:

Enclosed herewith are two Statements of Change of Registered Agent changing the registered agents of both referenced corporations. Attached to the Statements is our firm's check for \$70.00 for the fees for filing these changes. I am also enclosing copies of the Statements and request that you return stamped copies to us for our files.

Thank you for your attention to this matter.

Sincerely yours,

RUDEN, MCCLOSKEY,
SCHUSTER & RUSSELL, P.A.

Mary Lu Miller

By: Mary Lu Miller, CLA
Legal Assistant to
Gerald B. Sternstein, Esq.

FILED
7 APR 11 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 11 PM 3:35
DIVISION OF CORPORATION

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Enclosures

4/14/97
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W.P. Vermyer

STATEMENT OF CHANGE OF REGISTERED AGENT
FOR CORPORATIONS

FILED
97 APR 11 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of FSA § 607.0502, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent in the State of Florida.

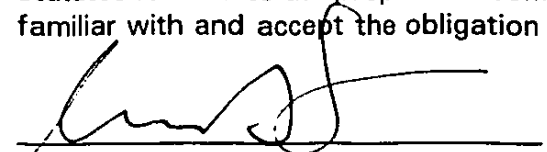
1. The name of the corporation:
TOTAL HEALTH CHOICE, INC.
2. The mailing address of the corporation is: One Alhambra Plaza, Suite 1000,
Coral Gables, FL 33134
3. Date of incorporation: November 28, 1988
4. Document number: K47657
5. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 South Pine Island Road, Plantation, FL 33324
6. The name of the new registered agent:
GERALD B. STERNSTEIN, ESQ.
7. The street address of the new registered agent:
Ruden, McClosky, Smith, Schuster & Russell, P.A.
215 South Monroe Street, Suite 815, Tallahassee, FL 32301
8. Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.
9. This change will be effective upon filing.

Date: April 8, 1997



Kenneth G. Rimmer, President

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Gerald B. Sternstein, Registered Agent

4-11-97

Date