

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

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**97 MAY -1 PM 2:02**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**PROFIT CORPORATION ANNUAL REPORT 1997**  
**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**  
**DIVISION OF CORPORATIONS**

**DOCUMENT # K47657**  
**1. Corporation Name**  
**TOTAL HEALTH CHOICE, INC. FORMERLY PACIFICARE OF FLORIDA, INC.**

**Principal Place of Business**      **Mailing Address**  
**ONE ALHAMBRA PLAZA**      **5995 PLAZA DRIVE**  
**SUITE 1000**      **MS 1460**  
**CORAL GABLES, FL 33134**      **CYPRESS, CA 90630**

**2. Principal Place of Business**      **2a. Mailing Address**  
**21**      **28** **ONE ALHAMBRA PLAZA**  
**Suite, Apt. #, etc.**      **Suite, Apt. #, etc.**  
**22**      **27** **SUITE 1000**  
**City & State**      **City & State**  
**23**      **29** **CORAL GABLES, FL**  
**Zip**      **Country**      **Zip**      **Country**  
**24**      **25**      **29** **33134**      **30** **USA**

**3. Date Incorporated or Qualified**      **3a. Date of Last Report**  
**11/28/1988**      **05/01/1996**  
**4. FEI Number**      **Applied For**  
**33-0603319**       **Not Applicable**  
**6. Certificate of Status Desired**       **\$8.75 Additional Fee Required**  
**6. Election Campaign Financing**       **\$5.00 May Be Added to Fees**  
**Trust Fund Contribution**  
**6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes**       **Yes**       **No**

**9. Name and Address of Current Registered Agent**  
**SPIVACK, DAVID**  
**1 ALHAMBRA PLAZA**  
**10TH FLOOR**  
**CORAL GABLES, FL 33134**

**10. Name and Address of New Registered Agent**  
**81 Name**  
**GERALD B. STERNSTEIN**  
**82 Street Address (P.O. Box Number is Not Acceptable)**  
**215 SOUTH MONROE STREET**  
**83**  
**SUITE 815**  
**84 City**      **FL**      **85 Zip Code**  
**TALLAHASSEE**      **32301**

**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**      **GERALD B. STERNSTEIN**      **4-30-97**  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

**12. OFFICERS AND DIRECTORS**

<b>TITLE</b>	<b>V</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>SPIVACK, DAVID</b>
<b>STREET ADDRESS</b>	<b>1 ALHAMBRA PLAZA, SUITE 1000</b>
<b>CITY - ST - ZIP</b>	<b>CORAL GABLES, FL 33134</b>
<b>TITLE</b>	<b>P/D</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>GOODSTEIN, MITCHELL</b>
<b>STREET ADDRESS</b>	<b>1 ALHAMBRA PLAZA, SUITE 1000</b>
<b>CITY - ST - ZIP</b>	<b>CORAL GABLES, FL 33134</b>
<b>TITLE</b>	<b>GARROTE, IVONNE</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>GARROTE, IVONNE</b>
<b>STREET ADDRESS</b>	<b>1 ALHAMBRA PLAZA, SUITE 1000</b>
<b>CITY - ST - ZIP</b>	<b>CORAL GABLES, FL 33134</b>
<b>TITLE</b>	<b>T/D</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>LOWELL, WAYNE</b>
<b>STREET ADDRESS</b>	<b>5995 PLAZA DRIVE</b>
<b>CITY - ST - ZIP</b>	<b>CYPRESS, CA 90630</b>
<b>TITLE</b>	<b>D/C</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>FOLICK, JEFF</b>
<b>STREET ADDRESS</b>	<b>5995 PLAZA DRIVE</b>
<b>CITY - ST - ZIP</b>	<b>CYPRESS, CA 90630</b>
<b>TITLE</b>	<b>D</b> <input checked="" type="checkbox"/> <b>DELETE</b>
<b>NAME</b>	<b>ROGER TAYLOR, M.D.</b>
<b>STREET ADDRESS</b>	<b>5995 PLAZA DRIVE</b>
<b>CITY - ST - ZIP</b>	<b>CYPRESS, CA 90630</b>

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>1.1 TITLE</b>	<b>P/T/D</b> <input type="checkbox"/> <b>Change</b> <input checked="" type="checkbox"/> <b>Addition</b>
<b>1.2 NAME</b>	<b>KENNETH RIMMER</b>
<b>1.3 STREET ADDRESS</b>	<b>ONE ALHAMBRA PLAZA, SUITE 1000</b>
<b>1.4 CITY - ST - ZIP</b>	<b>CORAL GABLES, FL 33134</b>
<b>2.1 TITLE</b>	<b>V/S</b> <input type="checkbox"/> <b>Change</b> <input checked="" type="checkbox"/> <b>Addition</b>
<b>2.2 NAME</b>	<b>R.J. ARRINGTON, JR. M.D.</b>
<b>2.3 STREET ADDRESS</b>	<b>ONE ALHAMBRA PLAZA, SUITE 1000</b>
<b>2.4 CITY - ST - ZIP</b>	<b>CORAL GABLES, FL 33134</b>
<b>3.1 TITLE</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>
<b>3.2 NAME</b>	
<b>3.3 STREET ADDRESS</b>	<b>500002162125--0</b>
<b>3.4 CITY - ST - ZIP</b>	<b>-05/01/97--01069--021</b>
<b>4.1 TITLE</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>
<b>4.2 NAME</b>	
<b>4.3 STREET ADDRESS</b>	<b>****165-00 ****165-00</b>
<b>4.4 CITY - ST - ZIP</b>	
<b>5.1 TITLE</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>
<b>5.2 NAME</b>	
<b>5.3 STREET ADDRESS</b>	
<b>5.4 CITY - ST - ZIP</b>	
<b>6.1 TITLE</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>
<b>6.2 NAME</b>	
<b>6.3 STREET ADDRESS</b>	
<b>6.4 CITY - ST - ZIP</b>	

**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:**      **K.G. RIMMER, CEO**      **4-29-97**      **313-871-7879**  
Signature and Typed or Printed Name of Signing Officer or Director      Date      Daytime Phone #

**K.G. RIMMER**

CR2E034 (9/96)