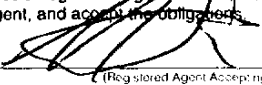

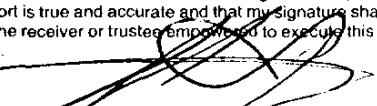


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
ANNUAL REPORT		Katherine Harris Secretary of State	
1999		DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee	
Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L98000000151	
TOTAL WELLNESS OPPORTUNITIES, L.C. 10061 E. BROADVIEW DRIVE BAY HARBOR ISLANDS FL 33154		1a. Principal Place of Business Address 10061 E. BROADVIEW DRIVE BAY HARBOR ISLANDS FL 33154	
2. Principal Place of Business		3. Date Organized or Qualified	
Suite, Apt. #, etc.		02/05/1998	
City & State		3a. State of Formation FL	
Zip		4. FEI Number	
Country		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired	
		\$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
STERN, BERNARD H M.D. 20801 DISCAYNE BOULEVARD, SUITE 400 AVENTURA FL 33180 2424 N. Federal Hwy, Suite 401 Boca Raton, FL 33431		Name STERN, Bernard H. M.D. Street Address (P.O. Box Number is Not Acceptable) 2424 N. Federal Hwy Suite, Apt. #, etc. Suite 401 City Boca Raton FL Zip Code 33431	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE 		DATE 04/28/99	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when renewing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	THE BERNARD & ANTOIN,	10061 E BROADVIEW DRIVE	BAY HARBOR ISLANDS F
		200002868562 -05/07/99--01135--022 ****188.75 ****188.75	
			
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		04/20/99	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER ETC.		Date	