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FILED
Apr 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M25180 (4)
1. Corporation Name
UNIVERSAL AMERICAN FINANCE CORPORATION, I

Principal Place of Business

C/O MORRIS J. WATSKY
700 NW 107TH AVE.
MIAMI FL 33172

Mailing Address

C/O MORRIS J. WATSKY
700 NW 107TH AVE.
MIAMI FL 33172-3161

3. Date Incorporated or Qualified 12/30/1983 02/23/84	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2631276	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

9. Name and Address of Current Registered Agent

WATSKY, MORRIS J.
700 NW 107TH AVE.
MIAMI FL

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 fee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	
TITLE	CD <input type="checkbox"/> DELETE
NAME	MILLER, LEONARD
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	VS <input type="checkbox"/> DELETE
NAME	REED, LINDA
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	V <input type="checkbox"/> DELETE
NAME	MODIST, DEBRA
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	VT <input type="checkbox"/> DELETE
NAME	MUNOZ, JANICE
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	PD <input type="checkbox"/> DELETE
NAME	SAIONTZ, STEVEN
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	V <input type="checkbox"/> DELETE
NAME	KAMINSKY, NANCY
STREET ADDRESS	700 NW 107TH AVE.
CITY-ST-ZIP	MIAMI FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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:

[Signature]

Debra Modist 1-13-97 (305) 779-1640

CR2E034 (9/96)