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Mar 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/30/1985 2/3/84	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 59-2631276	Applied For Not Applicable
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		29		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24		29		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
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 title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	AS
NAME	MILLER, LEONARD	1.2 NAME	Irvine, Patricia
STREET ADDRESS	700 NW 107TH AVE.	1.3 STREET ADDRESS	700 NW 107 Ave.
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	Miami, FL 33172
TITLE	VS	2.1 TITLE	D, V
NAME	REED, LINDA	2.2 NAME	Reed, Linda
STREET ADDRESS	700 NW 107TH AVE.	2.3 STREET ADDRESS	700 NW 107 Ave.
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	Miami, FL 33172
TITLE	V	3.1 TITLE	V, S
NAME	MODIST, DEBRA	3.2 NAME	Modist, Debra
STREET ADDRESS	700 NW 107TH AVE.	3.3 STREET ADDRESS	700 NW 107 Ave.
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	Miami, FL 33172
TITLE	VT	4.1 TITLE	
NAME	MUNOZ, JANICE	4.2 NAME	
STREET ADDRESS	700 NW 107TH AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	4.4 CITY-ST-ZIP	
TITLE	PD	5.1 TITLE	D, C, P
NAME	SAIONTZ, STEVEN	5.2 NAME	PeKor, Allan J.
STREET ADDRESS	700 NW 107TH AVE.	5.3 STREET ADDRESS	700 N.W. 107 Ave.
CITY-ST-ZIP	MIAMI FL	5.4 CITY-ST-ZIP	Miami, FL 33172
TITLE	V	6.1 TITLE	D, V, AS CFO
NAME	KAMINSKY, NANCY	6.2 NAME	Kaminsky, Nancy
STREET ADDRESS	700 NW 107TH AVE.	6.3 STREET ADDRESS	700 NW 107 Ave.
CITY-ST-ZIP	MIAMI FL	6.4 CITY-ST-ZIP	Miami, FL 33172

14. I 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

(305) 339-6400

CP2E034 (10/97)