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**NONPROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N47463

1. Corporation Name

WOMEN'S HEALTH SERVICES, INC.

Principal Place of Business

927 45TH STREET
WEST PALM BEACH FL 33407
US

Mailing Address

927 45TH STREET
WEST PALM BEACH FL 33407
US



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified

02/20/1992

4. FEI Number

65-0316010

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

9. Name and Address of Current Registered Agent

LARCOMBE, VALERIE
1309 NORTH FLAGLER DR.
WEST PALM BEACH FL 33401

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

6-15-99

DATE

12. OFFICERS AND DIRECTORS

TITLE CD
NAME MURPHY, MARTIN
STREET ADDRESS 1309 NORTH FLAGLER DR.
CITY-ST-ZIP WEST PALM BEACH FL 33401

TITLE PD
NAME DUTCHER, PHILLIP
STREET ADDRESS 1309 NORTH FLAGLER DR.
CITY-ST-ZIP WEST PALM BEACH FL 33401

TITLE S
NAME LARCOMBE, VALERIE
STREET ADDRESS 1309 NORTH FLAGLER DR.
CITY-ST-ZIP WEST PALM BEACH FL 33401

TITLE TD
NAME NASK, FRANK
STREET ADDRESS 1309 NORTH FLAGLER DR.
CITY-ST-ZIP WEST PALM BEACH FL 33401

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6-15-99

Date

561-650 6223

Daytime Phone #

CR2E037 (11/98)