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Feb 13 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N94000004697 (8)

1. Corporation Name

PROXY CARE MANAGEMENT, INC.



Principal Place of Business 7444 TEXAS TRAIL BOCA RATON FL 33487	Mailing Address 7444 TEXAS TRAIL BOCA RATON FL 33487-1418
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3. Date Incorporated or Qualified 09/22/1994	3a. Date of Last Report 08/12/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number 65-0666561	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent KING, ROBIN J ESQ % TRIPP SCOTT CONKLIN & SMITH 110 SE SIXTH ST 28TH FLOOR FT LAUDERDALE FL 33301	
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10. Name and Address of New Registered Agent	
81 Name SANDRA J. HARRISON	
82 Street Address (P.O. Box Number is Not Acceptable) 7444 TEXAS TRAIL	
83	
84 City BOCA RATON	85 Zip Code FL 33487

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: Sandra J. Harrison SANDRA J. HARRISON, PRESIDENT 2-6-97
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE D HARRISON, SANDRA J 7444 TEXAS TRAIL BOCA RATON FL 33487
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input checked="" type="checkbox"/> DELETE D MCLAUGHLIN, BERNARD R 7444 TEXAS TRAIL BOCA RATON FL 33487
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE D BROWN, THOMAS A 1330 N.W. 13TH ST. #17 BOCA RATON FL 33486
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input checked="" type="checkbox"/> DELETE D GOLDSTEIN, BETH 5499 N FEDERAL HWY BOCA RATON FL
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE D BROWN, MAPY 1330 N.W. 13TH ST. #17 BOCA RATON FL 33486
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Director TARA LYNN SMITH 7444 TEXAS TRAIL BOCA RATON, FL. 33487
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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

SIGNATURE: Sandra J. Harrison SANDRA J. HARRISON, PRES. 2/6/97 954-861-
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0030557 9127

CR2E037 (9/96)