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April 11, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

VIA HAND DELIVERY

RE: TOTAL HEALTH CHOICE, INC.  
TOAL OF FLORIDA HOLDINGS COMPANY, INC.

Dear Division Officer:

Enclosed herewith are two Statements of Change of Registered Agents changing the registered agents of both referenced corporations. Attached to the Statements is our firm's check for \$70.00 for the fees for filing these changes. I am also enclosing copies of the Statements and request that you return stamped copies to us for our files.

Thank you for your attention to this matter.

Sincerely yours,

RUDEN, MCCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

By: Mary Lu Miller, CLA  
Legal Assistant to  
Gerald B. Sternstein, Esq.

mlm  
Enclosures

**STATEMENT OF CHANGE OF REGISTERED AGENT  
FOR CORPORATIONS**

FILED  
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STATE  
TALLAHASSEE

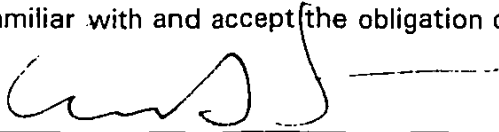
Pursuant to the provisions of FSA § 607.0502, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent in the State of Florida.

1. The name of the corporation:  
TOTAL OF FLORIDA HOLDINGS COMPANY, INC.
2. The mailing address of the corporation is: 701 Brickell Avenue, Suite 3000,  
Miami, FL 33131-3209
3. Date of incorporation: January 13, 1997
4. Document number: N97000000168
5. The name and address of the current registered agent and office:  
INTRASTATE REGISTERED AGENT CORPORATION  
701 Brickell Avenue, Suite 3000, Miami, FL 33131-3209
6. The name of the new registered agent:  
GERALD B. STERNSTEIN, ESQ.
7. The street address of the new registered agent:  
Ruden, McClosky, Smith, Schuster & Russell, P.A.  
215 South Monroe Street, Suite 815, Tallahassee, FL 32301
8. Such change was authorized by resolution duly adopted by the board of  
directors or by an officer so authorized by the board.
9. This change will be effective upon filing.

Date: April 8, 1997

  
Kenneth G. Rimmer, President

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Gerald B. Sternstein, Registered Agent

4-11-97

Date