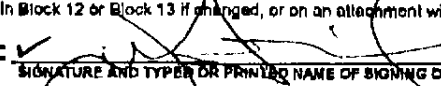


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Jun 26 1998 8:00am  
Secretary of State

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT 1998</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                       | <b>FLORIDA DEPARTMENT OF STATE</b><br>Sandra B. Northam<br>Secretary of State<br>DIVISION OF CORPORATIONS                                        |                                                                   |
| <b>DOCUMENT # N970000001517</b><br>1. Corporation Name<br><b>Universal Health Concepts Inc</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       |                                                                                                                                                  |                                                                   |
| Principal Place of Business<br><b>5400 S. University Dr. Suite 108</b><br><b>Davie, FL 33328</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                       | Mailing Address<br><b>Same</b>                                                                                                                   |                                                                   |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                       | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country                                                               |                                                                   |
| 9. Name and Address of Current Registered Agent<br><b>Mitchell Green</b><br><b>4000 Hollywood Blvd</b><br><b>Suite 485</b><br><b>Hollywood FL 33021</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                       | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>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 _____<br>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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Director</b> <input type="checkbox"/> DELETE<br><b>Ken Goss</b><br><b>3487 Derby Lane</b><br><b>Weston FL 33331</b>                | 1.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 1.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 1.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 1.4 CITY - ST - ZIP                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Director</b> <input type="checkbox"/> DELETE<br><b>Juan Gallinal</b><br><b>11020 Minneapolis Dr</b><br><b>Cooper City FL 33026</b> | 2.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 2.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 2.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 2.4 CITY - ST - ZIP                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Director</b> <input type="checkbox"/> DELETE<br><b>Joey Gallinal</b><br><b>11020 Minneapolis Dr</b><br><b>Cooper City FL 33026</b> | 3.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 3.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 3.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 3.4 CITY - ST - ZIP                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> DELETE                                                                                                       | 4.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 4.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 4.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 4.4 CITY - ST - ZIP                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> DELETE                                                                                                       | 5.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 5.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 5.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 5.4 CITY - ST - ZIP                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> DELETE                                                                                                       | 6.1 TITLE                                                                                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                       | 6.2 NAME                                                                                                                                         |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                       | 6.3 STREET ADDRESS                                                                                                                               |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                       | 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address. |                                                                                                                                       |                                                                                                                                                  |                                                                   |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                       | Date <b>5/1/98</b> 954-434-9927                                                                                                                  |                                                                   |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                       | Date Daytime Phone #                                                                                                                             |                                                                   |