



METCARE™

PO1000049305

June 7, 2002

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

RE: Ben-Tal Pharmacy Services, Inc.
Change of Registered Agent

600005728866--8
-06/10/02--01067--001
*****35.00 *****35.00

To Whom It May Concern::

Enclosed please find check number 001397 for \$35.00 for filing fee regarding the enclosed form "Statement of Change of Registered Office or Registered Agent or Both For Corporations."

If there are any questions, please do not hesitate to contact me.

Sincerely,

Peter W. Feldman
Assistant to the President

PF/cmf

Enclosures

FILED
02 JUN 10 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change

T BROWN JUN 12 2002

Metropolitan Health Networks, Inc. • 500 Australian Avenue South • Suite 1000 • West Palm Beach, Florida 33401
Tel:561-805-8500 • Fax:561-805-8501 • www.metcare.com

"A leader in Healthcare Management & Technology, Services, Solutions & e-Commerce"
NASD OTCBB: MDPA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of FLORIDA
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1. The name of the corporation : Ben-Tal Pharmacy Services, Inc.
2. The mailing address of the corporation : Metropolitan Health Networks, Inc.
500 Australian Ave. South, Suite 1000, West Palm Beach,
3. Date of incorporation/qualification: May 11, 2001 Document number: PO1000049305 FL
4. The name and address of the current registered agent and office:
CT Corporation System
1200 South Pine Island Rd.
Plantation, FL 33324
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable) FRED STERNBERG, PRES.
Metropolitan Health Networks, Inc.
500 Australian Ave. South, Suite 1000
West Palm Beach, FL 33401

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

JUNE 4, 2001
(Date)

FRED STERNBERG, PRES.
(Printed or typed name and title)

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.

[Signature]
(Signature of Registered Agent)

JUNE 4, 2001
(Date)

If signing on behalf of an entity:

FRED STERNBERG
(Typed or Printed Name)

REGISTERED AGENT
(Capacity)

* * * FILING FEE: \$35.00 * * *