


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
Aug 11 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000002389 (3)

1. Corporation Name  
**CARE ADMIN SERVICES, INC.**

Principal Place of Business <b>3710 CORPOREX PARK SUITE 200 TAMPA FL 33619</b>	Mailing Address <b>12377 MERIT DRIVE SUITE 100 DALLAS TX 75251</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>9950 Princess Palm Ave</b>		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/11/1993</b>	3a. Date of Last Report <b>05/14/1996</b>
21 Suite, Apt. #, etc. <b>100</b>		27 Suite, Apt. #, etc.		4. FEI Number <b>75-2493296</b>	Applied For Not Applicable
22 City & State <b>Tampa, Florida</b>		28 City & State		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23 Zip <b>33619</b>		29 Country <b>USA</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24		30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 S PINE ISLAND RD PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
81 Name					
82 Street Address (P.O. Box Number is Not Acceptable)					
83					
84 City				<b>FL</b>	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

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

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	CEO	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	PODPECHAN, BEN			1.2 NAME	Jack L. Brown		
STREET ADDRESS	12377 MERIT DRIVE, SUITE 100			1.3 STREET ADDRESS	12377 Merit Drive, Suite 100		
CITY-ST-ZIP	DALLAS TX 75251			1.4 CITY-ST-ZIP	Dallas, TX 75251		
TITLE	D	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	Director	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ARNOLD, STEVEN K			2.2 NAME	Frank L. Adams		
STREET ADDRESS	12377 MERIT DR 100 LAKESIDE SQUARE			2.3 STREET ADDRESS	12377 Merit Drive, Suite 100		
CITY-ST-ZIP	DALLAS TX 75251			2.4 CITY-ST-ZIP	Dallas, TX 75251		
TITLE	S	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	Secretary	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	ADAMS, FRANK L			3.2 NAME	Earl McKinstry		
STREET ADDRESS	12377 MERIT DRIVE, SUITE 100			3.3 STREET ADDRESS	12377 Merit Drive, Suite 100		
CITY-ST-ZIP	DALLAS TX			3.4 CITY-ST-ZIP	Dallas, TX 75251		
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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: *Earl McKinstry* 07/23/97  
Earl McKinstry, CARE ADMIN SERVICES, INC. 202-203-1190

CR2E034 (4/97)