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Mar 02 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000002389 (3)

1. Corporation Name
CARE ADMIN SERVICES, INC.



Principal Place of Business
9950 PRINCESS PALM AVE
SUITE 100
TAMPA FL 33619
US

Mailing Address
12377 MERIT DRIVE
SUITE 100
DALLAS TX 75251

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 12377 Merit Drive		26		01/11/1993	
22 Suite 100		27		4. FEI Number	
23 Dallas, Texas		28		75-2493296	
24 75251		29		Applied For	
25 USA		30		Not Applicable	
5. Certificate of Status Desired		6. Election Campaign Financing		8. This corporation owes or has paid the current year Intangible	
8.75 Additional Fee Required		Trust Fund Contribution		Personal Property Tax due June 30.	
9. Yes		9. No		9. Yes	
9. No		9. No		9. No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 S PINE ISLAND RD PLANTATION FL 33324		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		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
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	CEO	1.1 TITLE	CEO
NAME	BROWN, JACK L	1.2 NAME	John T. Unipan
STREET ADDRESS	12377 MERIT DRIVE, SUITE 100	1.3 STREET ADDRESS	12377 Merit Drive #100
CITY-ST-ZIP	DALLAS TX	1.4 CITY-ST-ZIP	Dallas, TX 75251
TITLE	D	2.1 TITLE	CEO
NAME	ADAMS, FRANK L	2.2 NAME	
STREET ADDRESS	12377 MERIT DR #100	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	MCKINSTRY, EARL	3.2 NAME	
STREET ADDRESS	12377 MERIT DRIVE, SUITE 100	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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: *Sandra B. Mortham* 02-03-98 9723831190

CR2E034 (10/97)