*** FILE NOW: FILING FEE AFTER MAY 1 IS $225.00**

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **P94000046324 (7)**

1. Corporation Name
STERLING MEDICAL GROUP, INC.

Principal Place of Business
2333 PONCE DE LEON BLVD.
SUITE 511
CORAL GABLES FL 33134

Mailing Address
2333 PONCE DE LEON BLVD.
SUITE 511
CORAL GABLES FL 33134

3. Date Incorporated or Qualified: **06/21/1994**
3a. Date of Last Report: **02/24/1995**

4. FEI Number: **65-0513667** [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. [X] Yes [ ] No

2. Principal Place of Business
21 6855 South Red Road
Suite, Apt. #, etc.
22 400
City & State
23 Coral Gables, FL
Zip 24 33143 Country 25 USA

2a. Mailing Address
26 6855 South Red Road
Suite, Apt. #, etc.
27 400
City & State
28 Coral Gables, FL
Zip 29 33143 Country 30 USA

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
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 of Officer or Director of the Corporation — Date — Signature of Registered Agent — Date

12. OFFICERS AND DIRECTORS

TITLE	D [ ] DELETE
NAME	DRESNICK, STEPHEN J.
STREET ADDRESS	2333 PONCE DE LEON BLVD SUITE #511
CITY-ST-ZIP	CORAL GABLES FL 33134
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[X] Change [ ] Addition
12 NAME	
13 STREET ADDRESS	6855 South Red Road, Suite 400
14 CITY-ST-ZIP	Coral Gables, FL 33143
21 TITLE	[ ] Change [ ] Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	[ ] Change [ ] Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	[ ] Change [ ] Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	[ ] Change [ ] Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	[ ] Change [ ] Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied on this form is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(x), 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 is added in Block 13 with an addition.

SIGNATURE: Stephen J. Dresnick — 03/28/96 — (305) 665-1911
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
Stephen J. Dresnick, M.D. President

CR2E034 (12/95)