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 # P94000089019 (1)

1. Corporation Name

OPTIMACARE, INC.

Principal Place of Business	Mailing Address
4740 N. S.R. 7 SUITE 201 FT LAUDERDALE FL 33319	4740 N. S.R. 7 SUITE 201 FT LAUDERDALE FL 33319

3. Date Incorporated or Qualified: 12/08/1994
3a. Date of Last Report: 10/16/1995
4. FEI Number: 65-0567360 — [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [X] — $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	2a. Mailing Address
21 2701 W.Oakland Park Blvd.	26 18441 N.W. 2nd Ave.
Suite, Apt. #, etc. 22 Suite 400	Suite, Apt. #, etc. 27 Suite 218
City & State 23 Ft.Lauderdale, FL	City & State 28 Miami, FL
Zip 24 33311 — Country 25 U.S.A.	Zip 29 33169 — Country 30 U.S.A.

9. Name and Address of Current Registered Agent

KAPLAN, HAROLD E
3111 STIRLING RD
FT LAUDERDALE FL 33312

10. Name and Address of New Registered Agent

81 Name: David Freedman
82 Street Address (P.O. Box Number is Not Acceptable): 18441 N.W. 2nd Avenue
83 Suite 218
84 City: Miami FL 85 Zip Code: 33169

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] 02/23/96
Signature, typed or printed name of registered agent and title if applicable — Date

12. OFFICERS AND DIRECTORS

TITLE	PRES	[ ] DELETE
NAME	WALLIN, BRUCE	
STREET ADDRESS	4740 N. SR. 7, SUITE 201	
CITY-ST-ZIP	FT LAUDERDALE FL 33319	
TITLE	VP	[ ] DELETE
NAME	BESNER, HILDA F	
STREET ADDRESS	4740 N. SR. 7, SUITE 201	
CITY-ST-ZIP	FT LAUDERDALE FL 33319	
TITLE	SEC	[X] DELETE
NAME	MILEY, JEANNE	
STREET ADDRESS	4740 N. SR. 7, SUITE 201	
CITY-ST-ZIP	FT LAUDERDALE FL 33319	
TITLE	TRE	[ ] DELETE
NAME	FREEDMAN, DAVID	
STREET ADDRESS	4740 N. SR. 7, SUITE 201	
CITY-ST-ZIP	FT LAUDERDALE FL 33319	
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

1.1 TITLE		[X] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS	3830 S.W. 2 Court	
1.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33305	
2.1 TITLE		[X] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS	1144 S.E. 3rd Ave.	
2.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33316	
3.1 TITLE	SEC	[ ] Change [X] Addition
3.2 NAME	John Szivos	
3.3 STREET ADDRESS	4740 N. State Road 7, Suite 210	
3.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33319	
4.1 TITLE		[X] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS	18441 N.W. 2nd Avenue-Suite 218	
4.4 CITY-ST-ZIP	Miami, FL 33169	
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: [signature] 02/23/96 (305) 653-8288
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
David Freedman