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

APPROVED AND FILED

96 MAY -6 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400001809754
-05/06/96--01083--017
****225.00 ****225.00

DOCUMENT # P95000015588

1. Corporation Name

CARE FIRST INC.

Principal Place of Business	Mailing Address
3948 Woodville Rd. Tallahassee, FL.	P.O. Box 6525 Tallahassee, FL. 32314

2. Principal Place of Business	2a. Mailing Address
21 3948 Woodville RD	26 P.O. Box 6525
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State: Tallahassee, FL.	28 City & State: Tallahassee, FL.
24 Zip: 32310 25 Country: Leon	29 Zip: 32314 30 Country: Leon

3. Date Incorporated or Qualified: 2/24/95 — 3a. Date of Last Report: N/A

4. FEI Number: [X] 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: [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name: FREDDIE FRANKLIN
82 Street Address (P.O. Box Number is Not Acceptable): 43 Greenlin Villa RD.
83
84 City: Crawfordville. FL 85 Zip Code: 32327

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] 5/6/96
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 / NAME / STREET ADDRESS / CITY-ST-ZIP	President Freddie Franklin 43 Greenlin Villa RD. Crawfordville, FL. [ ] DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	[ ] Change [ ] Addition 400001809754 -05/06/96--01083--018 ******8.75 ******8.75
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Sec/Treasurer Helen Franklin 43 Greenlin Villa RD. Crawfordville, FL. [ ] DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	[ ] Change [ ] Addition

CR2E034 (12/95)

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 added by an attachment with an address.

SIGNATURE: [signature] 5/6/96 ND
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone