FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

FILED
Apr 16 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 # P95000015588

1. Corporation Name
CARE FIRST, INC.

Principal Place of Business
99-11th Street
Apalachicola, FL 32320

Mailing Address
Same

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 2-24-95

2. Principal Place of Business
21 99-11th Street
Suite, Apt. #, etc. 22
City & State 23: Apalachicola, FL 32320
Zip 24 / Country 25

2a. Mailing Address
26 Same
Suite, Apt. #, etc. 27
City & State 28
Zip 29 / Country 30

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 owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

Freddie Franklin
43 Greelin Villa Rd.
Crawfordville, FL 32327

10. Name and Address of New Registered Agent

81 Name: Harold L. Stewart
82 Street Address (P.O. Box Number is Not Acceptable): 99-11th Street
83
84 City: Apalachicola **FL** 85 Zip Code: 32320

11. Pursuant to the provisions of Section 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: Harold L Stewart (Typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent's 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 32327	[X] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	EXECUTIVE VICE-PRESIDENT Harold L. Stewart 99-11th Street Apalachicola, FL 32320	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Sec-Treas Helen Franklin 43 Greenlin Villa Rd. Crawfordville, FL 32327	[X] DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	PRESIDENT Debra Stewart 99-11th Street Apalachicola, FL 32320	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	SECRETARY Deborah Cooper 99-11th Street Apalachicola, FL 32320	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP	TREASURER Thomas Weldon 99-11th Street Apalachicola, FL 32320	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	500002490456 -04/16/98--01051--002 ***61.75	[X] Change [ ] Addition

-LS 4.16

CR2E034 (10/97)

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: Deborah Cooper, Secretary 041398 850 653-9080
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE