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Mar 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P96000071999 (2)**

1. Corporation Name

CONTINUCARE-AVENTURA, INC.



Principal Place of Business 100 S.E. 2ND STREET 36TH FLOOR MIAMI FL 33131 US	Mailing Address 100 S.E. 2ND STREET 36TH FLOOR MIAMI FL 33131 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 100 S.E. 2nd Street Suite, Apt. #, etc. 22 36th Floor City & State 23 Miami, FL Zip 24 33131	2a. Mailing Address 26 100 S.E. 2nd Street Suite, Apt. #, etc. 27 36th Floor City & State 28 Miami, FL Zip 29 33131 Country 25 U.S.A.
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3. Date Incorporated or Qualified 08/26/1996	4. FEI Number 65-0691685	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent TARBE, SUSAN 100 S.E. 2ND STREET 36TH FLOOR MIAMI FL 33131	10. Name and Address of New Registered Agent 81 Name Susan Tarbe, ESO 82 Street Address (P.O. Box Number is Not Acceptable) 100 S.E. 2nd Street 83 36th Floor 84 City Miami FL 85 Zip Code 33131
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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 *Susan Tarbe* (Susan Tarbe, ESO) 2/20/98
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CDP FERNANDEZ, CHARLES M 100 S.E. 2ND STREET, 36TH FLOOR MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS TARBE, SUSAN 100 S.E. 2ND STREET, 36TH FLOOR MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD PIERCEY, MICHAEL C 100 S.E. 2ND STREET, 36TH FLOOR MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V SABINSON, CARLIS 100 S.E. 2ND STREET, 36TH FLOOR MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T SOSA, MARIA T 100 S.E. 2ND STREET, 36TH FLOOR MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	President Steven J. Baldwin 100 S.E. 2nd Street, 36th Floor Miami, FL 33131 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 *Steven J. Baldwin* (Steven J. Baldwin) 2/20/98

CP2E034 (10/97)