

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

FILED
Apr 09 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 # P96000093883 (2)
 1. Corporation Name
PRO HEALTHCARE, INC.

Principal Place of Business 11991 BISCAYNE BLVD NORTH MIAMI FL 33181	Mailing Address 12864 BISCAYNE BLVD., STE 351 N. MIAMI FL 33181
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/15/1996	
21	22	23	24	25	26
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 65-0746957 65-0730002	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Country		Country		7. 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 BARON, SPENCER DC 1948 NE 123RD STREET STE 107 NORTH MIAMI FL 33181				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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 **SPENCER H. BARON, DC.** DATE **4/8/98**

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PCD	<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARON, SPENCER		1.2 NAME		
STREET ADDRESS	1948 NE 123RD ST., 3107		1.3 STREET ADDRESS		
CITY-ST-ZIP	NORTH MIAMI FL 33181		1.4 CITY-ST-ZIP		
TITLE	VCD	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KERN, BRAD		2.2 NAME		
STREET ADDRESS	1948 NE 123RD STREET, STE 105		2.3 STREET ADDRESS		
CITY-ST-ZIP	NORTH MIAMI FL 33181		2.4 CITY-ST-ZIP		
TITLE	CD	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HYDE, TOM		3.2 NAME		
STREET ADDRESS	1255 BISCAYNE BLVD		3.3 STREET ADDRESS		
CITY-ST-ZIP	NORTH MIAMI FL 33181		3.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			4.2 NAME		
STREET ADDRESS			4.3 STREET ADDRESS		
CITY-ST-ZIP			4.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP			5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			6.4 CITY-ST-ZIP		

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 address.

SIGNATURE: **[Signature]** DATE **4/8/98**

CR2E034 (10/97)