


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

FILED

Apr 28 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 # P97000081428 (9)

1. Corporation Name
MILLENNIUMHEALTHCARD, INC.



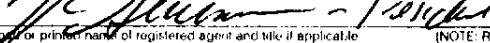
Principal Place of Business 13179 SUMMIT CREEK ROAD JACKSONVILLE FL 32224	Mailing Address 13179 SUMMIT CREEK ROAD JACKSONVILLE FL 32224
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 9424 BAYMEADOWS RD Suite, Apt. #, etc. 22 Suite #200 City & State 23 JACKSONVILLE, FL Zip 24 32256		2a. Mailing Address 26 9424 BAYMEADOWS RD Suite, Apt. #, etc. 27 Suite #200 City & State 28 JACKSONVILLE, FL Zip 29 32256		3. Date Incorporated or Qualified 09/19/1997	
Country 25 USA		Country 30 USA		4. FEI Number 59-3472513	
				5. Certificate of Status Desired <input 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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent RAX CO. C/O MAHONEY ADAMS & CRISER, P.A. 50 NORTH LAURA STREET 3300 BARNETT CENTER JACKSONVILLE FL 32202				10. Name and Address of New Registered Agent 81 Name RAX CO. 82 Street Address (P.O. Box Number is Not Acceptable) 83 50 LAURA ST. 3300 BARNETT CENTER 84 City JACKSONVILLE FL 85 Zip Code 32202			
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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  4/2/98
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D
NAME	MATZA, MICHAEL R	1.2 NAME	MATZA, MICHAEL R
STREET ADDRESS	13179 SUMMIT CREEK ROAD	1.3 STREET ADDRESS	9424 BAYMEADOWS RD #200
CITY-ST-ZIP	JACKSONVILLE FL 32224	1.4 CITY-ST-ZIP	JACKSONVILLE, FL 32256
TITLE	D	2.1 TITLE	D
NAME	FABRIKANT, JAY	2.2 NAME	FABRIKANT, JAY
STREET ADDRESS	13179 SUMMIT CREEK ROAD	2.3 STREET ADDRESS	9424 BAYMEADOWS RD #200
CITY-ST-ZIP	JACKSONVILLE FL 32224	2.4 CITY-ST-ZIP	JACKSONVILLE, FL 32256
TITLE	D	3.1 TITLE	D
NAME	GELLER, STEPHEN L	3.2 NAME	GELLER, STEPHEN L
STREET ADDRESS	13179 SUMMIT CREEK ROAD	3.3 STREET ADDRESS	9424 BAYMEADOWS RD #200
CITY-ST-ZIP	JACKSONVILLE FL 32224	3.4 CITY-ST-ZIP	JACKSONVILLE, FL 32256
TITLE		4.1 TITLE	SECRETARY
NAME		4.2 NAME	KAPLAN, SUSAN
STREET ADDRESS		4.3 STREET ADDRESS	9424 BAYMEADOWS RD #200
CITY-ST-ZIP		4.4 CITY-ST-ZIP	JACKSONVILLE, FL 32256
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 a separate sheet with an address.

SIGNATURE  4/2/98 904-396-4400

CR2E034 (10/97)