

GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS AT LAW

ONE BISCAYNE TOWER • 15TH FLOOR

2 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

LAWRENCE R. HELLER
MEMBER OF THE FLORIDA
AND CALIFORNIA BARS

TELEPHONE 358-7380
AREA CODE 305
FAX: (305) 374-7566

P97000095397

March 6, 1998

Secretary of State, Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: First Health Management, Inc.

Gentlemen:

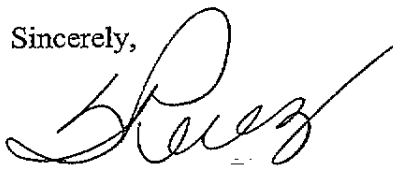
Enclosed please find the following:

1. Resignation of Barry Goldstein;
2. Our Firm check in the amount of \$87.50.

100002451291--4
-03/09/98--01152--018
*****87.50 *****87.50

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



SUZANNA S. PEREZ

Assistant to Lawrence R. Heller, Esquire
SP/enc.

cc: Mr. Barry Goldstein

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 13 PM 2:05

APPROVED
AND
FILED

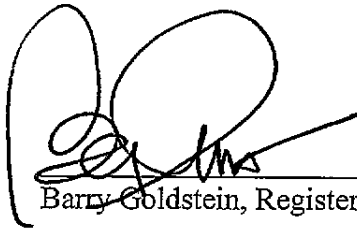
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RESIGNATION

Gentlemen:

I hereby tender my resignation as Registered Agent of First Health Management, Inc., a Florida corporation, to take effect immediately.

Date this 5th day of March, 1998.



Barry Goldstein, Registered Agent

APPROVED
AND
FILED

98 MAR 13 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA