

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

FILED
May 11 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 # V39128 (6)
1. Corporation Name
XL-CARE AGENCY, INC. OF ORANGE



Principal Place of Business 2221 LEE RD. STE 15 WINTER PARK FL 32789 US	Mailing Address 701 BRICKELL AVE. SUITE 3000 MIAMI FL 33131 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/27/1992	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 59-3125915	Applied For Not Applicable
22 City & State	27	28 City & State	29	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. Name and Address of Current Registered Agent INTRASTATE REGISTERED AGENT CORPORATION 701 BRICKELL AVE SUITE 3000 MIAMI FL 33131				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	

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

Signature, typed or printed name of registered agent and title if applicable

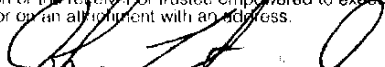
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input checked="" type="checkbox"/> DELETE		11 TITLE	P	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DANLER, KATHLEEN			12 NAME	Danler, Kathleen		
STREET ADDRESS	7 STEPPING STONE CRESCENT			13 STREET ADDRESS	2699 Lee Road, Ste. 500		
CITY-ST-ZIP	DIX HILLS NY			14 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	VD	<input checked="" type="checkbox"/> DELETE		21 TITLE	VP	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DANLER, WILLIAM			22 NAME	Danler, William		
STREET ADDRESS	1080 NW 95TH AVE.			23 STREET ADDRESS	2699 Lee Road, Ste. 500		
CITY-ST-ZIP	PLANTATION FL			24 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	STM	<input checked="" type="checkbox"/> DELETE		31 TITLE	ST	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LOPEZ, DENNIS			32 NAME	Lopez, Dennis		
STREET ADDRESS	9262 WICKHAM WAY			33 STREET ADDRESS	2699 Lee Road, Ste. 500		
CITY-ST-ZIP	ORLANDO FL 32836			34 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE		<input type="checkbox"/> DELETE		41 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				42 NAME	Leiti, John		
STREET ADDRESS				43 STREET ADDRESS	2699 Lee Road, Ste. 500		
CITY-ST-ZIP				44 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE		<input type="checkbox"/> DELETE		51 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				52 NAME	Blessing, Perry		
STREET ADDRESS				53 STREET ADDRESS	2699 Lee Road, Ste. 500		
CITY-ST-ZIP				54 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE		<input type="checkbox"/> DELETE		61 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				62 NAME			
STREET ADDRESS				63 STREET ADDRESS			
CITY-ST-ZIP				64 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 an address.

SIGNATURE:



4/15/98

CR2E034 (10/97)