**Florida Pension Consultants**
**FPC Services, Inc.**

December 20, 2002

Mr. Floyd Seibert, Trustee
Central Home Care Services, Inc.
13191 Starkey Road, Suite 4
Largo, FL 33773

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Re: Central Home Care Services, Inc. and Affiliates 401(k) Plan

Dear Floyd,

This letter will serve to discuss the status of your plan and the concerns of Florida Pension Consultants regarding the ongoing administration and overall qualification of the plan.

Earlier this year, we delivered an invoice to you in the amount of $11,135. The terms of our invoices are net 30. That amount went unpaid until last week at which time you made a $2,000 partial payment on the account. We also received $400 previously. The remaining $8,735 was not paid by the Plan Sponsor. Please be advised that we have swept this amount this week from the First Trust participant-directed assets based on our authority in the Recordkeeping/Administrative Services Agreement that was executed between you and Florida Pension Consultants on July 22, 2002. Our authority to execute this sweep is outlined in Item 7 (page 5) of our Agreement.

Per your direction, the cost of this administration was allocated to plan participant trustee-directed accounts in 2001. However, FPC was not paid.

The primary additional issues involving our concerns are as follows:

1) We require a full disclosure involving the assets of the trustee-directed accounts. We have concerns of potential prohibited transactions and/or party-in-interest violations involving these assets. We have received various unsigned and non-certified documents requesting us to report the values in the plan. We need to understand the relationship between you and your companies and Health Care International. We will need copies of the bonds and full disclosure as to ownership and the relationship between you and this entity.

2) As previously outlined to you in Agendas for plan years 2000 and 2001, it is required that an outside audit be completed for these two plan years. An outside audit is required if the participant count exceeds 100 or assets in the plan are not considered "qualifying plan assets." The assets held in the trustee-directed accounts are not qualifying plan assets. In addition, the plan has more than 100 participants for 2000 and 2001. Therefore, an audit is required.

   We are in receipt of recent correspondence from the Internal Revenue Service, which you forwarded to us. They are requesting a copy of the 2000 audit. It is our understanding that you have not engaged an outside auditor to perform these functions. You should obtain legal counsel to advise you how to respond to the IRS request.

*Actuaries • Administrators • Consultants • Serving Pension Clients for Over 25 Years*
*DGH & Associates, Inc. d/b/a Florida Pension Consultants*
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EXHIBIT
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3) Based on recent information, it appears that some 2001 and 2002 deferrals were not funded within the timeframe required by the Department of Labor. We are currently researching this point and will advise you accordingly.

4) We are uncomfortable with the distribution process that you have established for terminated employees. It is unreasonable to promote a distribution of the participant-directed element of the plan without simultaneously promoting the same distribution option for the trustee-directed money. Operationally, a number of participants are currently requesting distributions from the plan. These distributions occurred on enrollment forms since employees are unclear as to the rather extensive procedure that you have created involving these distributions. In addition, one participant, Roberta Lawson, has engaged legal counsel to seek a remedy involving her concerns.

5) We are uncomfortable with the process involving the 121 participants who did not submit enrollment forms to establish their accounts prior to the conversion. We have recently been advised that a member of your staff will be taking action to change elections for participants. We do not feel this is an appropriate operational procedure.

In addition, various items from the year 2000 and 2001 Agendas either have not been completed by you or the status of the issues is unknown. These involve participants exceeding ten percent of their compensation, loans that are in default, a prohibited transaction between Central Home Care and Central Oklahoma involving a loan from the plan, audit requirements and various other operational issues.

Based on the issues outlined in this letter, please be advised that we resign as your Third-Party Administrator effective immediately. We will be prepared to assist you with your new administrator in any way possible. You should review Item 11 (page 6) of our Agreement involving termination provisions.

Assets must be transferred from First Trust by January 31, 2003. If not transferred by that date, we will order a liquidation of accounts and will issue a check made payable to the Trustee. In addition, we will not be responsible for the 2002 Form 5500 and nondiscrimination testing.

We are further enclosing an invoice for additional work outside of the scope of the normal engagement involving operational issues and meetings with the Department of Labor. Accordingly, participant-directed assets have been swept for this invoice as of this date. You should replenish this amount and the 2001 invoice to the plan by December 31, 2002.

Sincerely,

James D. Hardwick, Jr.
Principal

cc: Mr. Rick Reeder, CPA
Michael C. Valdez, CFP®, CLU, REBC

Enclosures