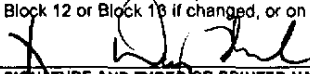


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 22 1998 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                    |                                                                                                     |                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT 1998</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                    | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS  |                                                                   |
| <b>DOCUMENT # P34343 (4)</b><br>1. Corporation Name<br><b>COMPHEALTH, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                    |                                                                                                     |                                                                   |
| Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                    | Mailing Address                                                                                     |                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                    |                                                                                                     |                                                                   |
| DO NOT WRITE IN THIS SPACE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                    |                                                                                                     |                                                                   |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                    | 3. Date Incorporated or Qualified                                                                   |                                                                   |
| 21 1 HEALTHSOUTH PKWY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                    | 06/18/1991                                                                                          |                                                                   |
| 22 Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                    | 4. FEI Number                                                                                       |                                                                   |
| 23 BIRMINGHAM, AL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    | 58-1615085                                                                                          |                                                                   |
| 24 35243                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                    | Applied For                                                                                         |                                                                   |
| 25 US                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                    | Not Applicable                                                                                      |                                                                   |
| 26 PO BOX 380546                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    | 5. Certificate of Status Desired                                                                    |                                                                   |
| 27 BIRMINGHAM, AL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    | <input type="checkbox"/> \$8.75 Additional Fee Required                                             |                                                                   |
| 28 BIRMINGHAM, AL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    | 6. Election Campaign Financing                                                                      |                                                                   |
| 29 35238                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                    | <input type="checkbox"/> \$5.00 May Be Added to Fees                                                |                                                                   |
| 30 US                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                    | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                    | 10. Name and Address of New Registered Agent                                                        |                                                                   |
| CT CORPORATION SYSTEM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                    | 81 Name                                                                                             |                                                                   |
| 1200 S. PINE ISLAND ROAD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                    | 82 Street Address (P.O. Box Number is Not Acceptable)                                               |                                                                   |
| PLANTATION, FL 33324                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                    | 83                                                                                                  |                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                    | 84 City                                                                                             |                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                    | FL 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                    |                                                                                                     |                                                                   |
| 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 type="checkbox"/> DELETE | 1.1 TITLE                                                                                           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | RICHARD SCRUSHY                    | 1.2 NAME                                                                                            |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1 HEALTHSOUTH PARKWAY              | 1.3 STREET ADDRESS                                                                                  |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | BIRMINGHAM, AL 35243               | 1.4 CITY - ST - ZIP                                                                                 |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | V <input type="checkbox"/> DELETE  | 2.1 TITLE                                                                                           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | DOUG WARRICK                       | 2.2 NAME                                                                                            |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 8801 HORIZON BLVD NE               | 2.3 STREET ADDRESS                                                                                  |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | ALBUQUERQUE, NM 87113              | 2.4 CITY - ST - ZIP                                                                                 |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | S <input type="checkbox"/> DELETE  | 3.1 TITLE                                                                                           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | BILL HORTON                        | 3.2 NAME                                                                                            |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1 HEALTHSOUTH PARKWAY              | 3.3 STREET ADDRESS                                                                                  |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | BIRMINGHAM, AL 35243               | 3.4 CITY - ST - ZIP                                                                                 |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | T <input type="checkbox"/> DELETE  | 4.1 TITLE                                                                                           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | MIKE MARTIN                        | 4.2 NAME                                                                                            |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1 HEALTHSOUTH PARKWAY              | 4.3 STREET ADDRESS                                                                                  |                                                                   |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | BIRMINGHAM, AL 35243               | 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)(f), 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:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                    | 4/6/98 505-878-6100                                                                                 |                                                                   |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                    | Date Daytime Phone #                                                                                |                                                                   |

CR2E034 (10/97)