**FILE NOW: FILING FEE AFTER MAY 1 IS $225.00**

CORPORATION
ANNUAL REPORT
1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

APPROVED
AND
FILED

95 MAY -1 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P94000072029 (9)

SOUTH PINELLAS AFFILIATED PHYSICIANS, INC.

700 6TH ST SOUTH
ST PETERSBURG FL 33701

700 6TH ST. SOUTH
ST. PETERSBURG FL 33701

3. Date Incorporated or Qualified: 09/26/1994
3a. Date of Last Report: N/A

21 716 Ninth Street North
22
23 St. Petersburg, FL
24 33705 25

26 P.O. Box 33032
27
28 St. Petersburg, FL
29 33733 30

4. FEI Number: 59-3289455 — Applied For / Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Political Contribution Disclosure: Yes [ ] No [ ] — $5.00 May Be Added to Fees
8. Is corporation subject to disclosure under Florida Statutes? [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

SMITH, THOMAS B
150 2ND AVE. NORTH
SUITE 1700
ST. PETERSBURG FL 33701

10. Name and Address of New Registered Agent

81 Name: David Bailey
82 Street Address (P.O. Box Number is Not Acceptable): 1099 Fifth Avenue North
83
84 City: St. Petersburg FL 85 Zip Code: 33701

11. Pursuant to the provisions of Section 607.0505, 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. The change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and hereby accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: X David Bailey 4/27/95
(Registered Agent's Signature) (Date)

12. OFFICERS AND DIRECTORS

TITLE D
NAME BAILEY, DAVID
ADDRESS 1099 5TH AVE. NORTH
CITY ST. PETERSBURG FL 33705

TITLE D
NAME ROHR, MICHAEL
ADDRESS 701 6TH ST. SOUTH
CITY ST. PETERSBURG FL 33701

13. ADDITIONS, CHANGES TO OFFICERS AND DIRECTORS

[ ] Change [ ] Addition

[X] Change [ ] Addition
601 Seventh Street South
St. Petersburg, FL 33701

[ ] Change [ ] Addition

[ ] Change [ ] Addition

[ ] Change [ ] Addition

[ ] Change [ ] Addition

14. I hereby certify that the information supplied with this report is accurate and that, for this corporation doing business in Florida, I further certify that the information shown on the annual report or supplemental annual report filed pursuant to Chapter 607, Florida Statutes, has been made on all Retiring Officers and Directors of the corporation in the form of a letter addressed to the Secretary of State pursuant to Chapter 607, Florida Statutes, and that the name appears in Item 1, 2, 3 or 4 above (attach additional sheets if more than four officers).

SIGNATURE: X , David Bailey 4/27/95
SIGNATURE AND TYPED OR PRINTED NAME OF PRESIDENT OR DIRECTOR

0306434 CP