

Document Number Only

**F95000000020**

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL. 32301 (904) 656-8298  
City State Zip Phone

000001367740  
-01/03/95--01093--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Caremark Physician Services Inc.

RECEIVED  
95 JAN -3 PM 12:23  
DIVISION OF CORPORATION

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merge              |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> CUS / G/S              |   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

1-3-95

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91/3  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
95 JAN -3 PM 1:52

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Caremark Physician Services Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. March 3, 1994      4. Perpetual  
(Date of Incorporation)      (Duration)
5. 36-3943883  
(Federal Employer Identification number, if applicable)
6. N/A  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2215 Sanders Road, Northbrook, Illinois 60062  
(Current mailing address)
8. Provision of management services to physician practices  
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

**A. Directors:**

Director/Chairman: Thomas R. Schuman  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Diane L. Munson  
Address: 2211 Sanders Road  
Northbrook, Illinois 60062

Director: Thomas W. Hodson  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 PM 1:52

**9. Officers:**

President: James G. Connelly III  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

Vice President: Thomas W. Rodnon  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

Vice President  
and Secretary: Thomas R. Schuman  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

Treasurer: Dennis R. Owczaraki  
Address: 2215 Sanders Road  
Northbrook, Illinois 60062

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: CT CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:

CT CORPORATION SYSTEM  
BETH A. POPE (Officer)  
Asst Secy  
(Type Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department or State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Thomas R. Schuman  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Thomas R. Schuman, Vice President and Secretary NM  
(Name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

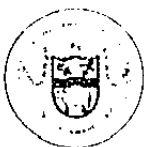
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAREMARK PHYSICIAN SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 PM 1:52



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2382871 8300

944258892

AUTHENTICATION

7357367

DATE

12-29-94

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2600  
904-222-1111  
904-222-1112

800-342-8006

**F9500000020**

**SC networks**  
PRETITE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000032101  
REFERENCE : 135158 4390339  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 35.00

ORDER DATE : October 28, 1996

ORDER TIME : 3:19 PM

ORDER NO. : 135158-330

200002013052--0

CUSTOMER NO: 4390339

CUSTOMER: Ms. Tina Ezell  
Medpartners, Inc.  
3000 Riverchase  
Galleria Tower / Ste. 1000  
Birmingham, AL 35244

CHANGE OF AGENT

NAME: CAREMARK PHYSICIAN SERVICES  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

FILED  
96 NOV 25 AM 11:50  
STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA

*PAENG*  
*11/26*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 25, 1996

CSC NETWORKS  
MICHAEL E. KLUNK  
TALLAHASSEE, FL 32301

SUBJECT: CAREMARK PHYSICIAN SERVICES INC.  
Ref. Number: F95000000020

We have received your document for CAREMARK PHYSICIAN SERVICES INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 396A00053371

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
NOV 27 1996  
STATE OF FLORIDA  
SECRETARY OF STATE

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Caremark Physician Services Inc.

1b. The mailing address of the corporation is: 3000 Galleria Tower, Suite 1000  
Birmingham, AL 35244

1c. Date of incorporation: January 3, 1996 Document number: F95000000020

2. The name and address of the current registered agent and office:

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 3324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
(Signature of an officer, chairman or  
vice chairman of the board)

11-19-96  
(Date)

Tracy Thrasher, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Deborah D. Skipper  
(Signature of Registered Agent)

11-25-96  
(Date)

If signing on behalf on an entity:

Deborah D. Skipper

(Typed or Printed Name)

Assistant Secretary

(Capacity)

Document Number Only

F9500000020

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002080078--9  
-02/14/97--01059--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Lockmark Physician Services, Inc.

to

MedPartners Physician Services, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

2/14/97

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N. HENDRICKS FEB '14 1997

CR2E031 (1-89)



APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

FILED  
97 FEB 14 PM 3:44  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Caremark Physician Services Inc.  
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: January 3, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

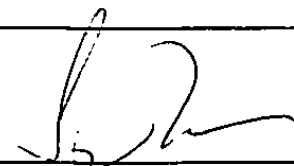
November 25, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

MedPartners Physician Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
\_\_\_\_\_  
Signature

2/5/97  
\_\_\_\_\_  
Date

Name and Title  
Tracy P. Thrasher, Secretary

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CAREMARK PHYSICIAN SERVICES INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MEDPARTNERS PHYSICIAN SERVICES, INC.", THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1996, AT 11:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2382871 8320

971046569

AUTHENTICATION:

8327755

DATE:

02-12-97