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

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98 MAY -4 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT
1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham,
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **F95000000020 (6)**

1. Corporation Name
MEDPARTNERS PHYSICIAN SERVICES, INC.

Principal Place of Business	Mailing Address
2211 SANDERS RD NORTHBROOK IL 60062 US	3000 GALLERIA TOWER SUITE 1000 BIRMINGHAM AL 35244 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 01/03/1995

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

4. FEI Number: 36-3943883 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☐ No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORP SYSTEMS INC 1201 HAYS ST TALLAHASSEE FL 32301	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	AT GORE, ANDREW M 2211 SANDERS RD NORTHBROOK IL	☒ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	P/D John J. Arlotta 2211 Sanders Road Northbrook, IL 60062	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CEOC HOUSE, LARRY R 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL	☒ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	V/T/D Peter J. Clemens, IV 3000 Galleria Tower, Suite 1000 Birmingham, AL 35244	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VPTD KNIGHT, HAROLD O JR 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL	☒ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	V/S/D Sara J. Finley 3000 Galleria Tower, Suite 1000 Birmingham, AL 35244	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	P CONNELLY, JAMES G III 2211 SANDERS RD NORTHBROOK IL	☒ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SD THRASHER, TRACY P 3000 GALLERIA TOWER, SUITE 1000 BIMRINGHAM AL	☒ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	O. Alan 5/4/98	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ Addition

CR2E034 (10/97)

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: Peter J. Clemens, IV Peter J. Clemens, IV V/T/D 5/4/98

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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 805020 4390339

AUTHORIZATION : Patricia Pyzik

COST LIMIT : $ ~~50.00~~

ORDER DATE : May 4, 1998

ORDER TIME : 12:46 PM

ORDER NO. : 805020-015

600002509716--7

CUSTOMER NO: 4390339

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

ANNUAL REPORT FILING

RECEIVED
98 MAY -4 PM 1:54
DIVISION OF CORPORATION

NAME: MEDPARTNERS PHYSICIAN SERVICES INC.

XX ___ ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: A. Alan
5/4/98