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

PROFIT CORPORATION ANNUAL REPORT

**1999**

FLORIDA DEPARTMENT OF STATE
**Katherine Harris**
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 APR -2 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

DOCUMENT # **F95000000020**

1. Corporation Name
**MEDPARTNERS PHYSICIAN SERVICES, INC.**

Principal Place of Business
**2211 SANDERS RD**
**NORTHBROOK IL 60062**
**US**

Mailing Address
**3000 GALLERIA TOWER**
**SUITE 1000**
**BIRMINGHAM AL 35244**
**US**

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

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 the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORP SYSTEMS INC**
**1201 HAYS ST**
**TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent [illegible]) DATE

12. OFFICERS AND DIRECTORS

| | | |
|---|---|---|
| TITLE | PD | [ ] DELETE |
| NAME | ARLOTTA, JOHN J | |
| STREET ADDRESS | 2211 SANDERS ROAD | |
| CITY-ST-ZIP | NORTHBROOK IL 60062 | |
| TITLE | VTD | X DELETE |
| NAME | CLEMENS, PETER J IV | |
| STREET ADDRESS | 3000 GALLERIA TOWER, SUITE 1000 | |
| CITY-ST-ZIP | BIRMINGHAM AL 35244 | |
| TITLE | VSD | [ ] DELETE |
| NAME | FINELY, SARA J | |
| STREET ADDRESS | 3000 GALLERIA TOWER, SUITE 1000 | |
| CITY-ST-ZIP | BIRMINGHAM AL 35244 | |
| TITLE | | [ ] DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | [ ] DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | [ ] DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|---|---|---|
| 11 TITLE | [ ] Change | [ ] Addition |
| 12 NAME | | |
| 13 STREET ADDRESS | | |
| 14 CITY-ST-ZIP | | |
| 21 TITLE VTD | [ ] Change | X Addition |
| 22 NAME JAMES H. DICKERSON, JR. | | |
| 23 STREET ADDRESS 3000 GALLERIA TOWER, SUITE 1000 | | |
| 24 CITY-ST-ZIP BIRMINGHAM, AL 32544 | | |
| 31 TITLE | [ ] Change | [ ] Addition |
| 32 NAME | | |
| 33 STREET ADDRESS | | |
| 34 CITY-ST-ZIP | | |
| 41 TITLE | [ ] Change | [ ] Addition |
| 42 NAME | | |
| 43 STREET ADDRESS | | |
| 44 CITY-ST-ZIP | | |
| 51 TITLE | [ ] Change | [ ] Addition |
| 52 NAME | | |
| 53 STREET ADDRESS | | |
| 54 CITY-ST-ZIP | | |
| 61 TITLE | [ ] Change | [ ] Addition |
| 62 NAME | | |
| 63 STREET ADDRESS | | |
| 64 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)(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, with all other like empowered.

**SIGNATURE:** _____ James H. Dickerson, Jr. 4/1/99 205/733/8996
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Phone #

CR2E034 (11/98)

(2)

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 192974 4390339

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 150.00

---

ORDER DATE : April 2, 1999

ORDER TIME : 3:03 PM

ORDER NO. : 192974-020

CUSTOMER NO: 4390339

CUSTOMER: Ms. Danielle Bayer
Medpartners, Inc.
3000 Galleria Tower
Suite 1000
Birmingham, AL 35244

---

RECEIVED
99 APR -2 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ANNUAL REPORT FILING

NAME: MEDPARTNERS PHYSICIAN SERVICES, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____