

1201 HAYS STREET  
TALLAHASSEE, FL 32310  
(904) 222-0000  
(904) 222-0099 FAX

800-42-8-86

**F9600000770**

**CSC networks**  
PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 844982 4390339  
AUTHORIZATION : *Patricia Pizzuto*  
COST LIMIT : \$ 70.00

ORDER DATE : February 13, 1996

ORDER TIME : 9:26 AM

900001715549

ORDER NO. : 844982

CUSTOMER NO: 4390339

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

FOREIGN FILINGS

NAME: MEDPARTNERS/MULLIKIN, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 15 AM 10:10  
96 FEB 15 AM 10:43  
DIVISION OF CORPORATIONS  
L2  
2/15

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

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

1. MedPartners/Mullikin, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 63-1151076  
(FEI number, if applicable)
4. August 14, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Following qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 3000 Galleria Tower, Suite 1000  
Birmingham, AL 35244  
(Current mailing address)
8. All lawful; to acquire assets of, and to provide management services to, medical practices  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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DIVISION OF CORPORATIONS  
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**10. 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.*

By: Kelly A. Hawley, Kelly A. Hawley, Asst. Sec.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE

Address: ATTACHED

LIST

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

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: SEE

Address: ATTACHED

LIST

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Tracy P. Thrasher - EVP of Administration and Secretary  
(Typed or printed name and capacity of person signing application)

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**MEDPARTNERS/MULLIKIN, INC.**

Names and Addresses of Directors

1. Larry R. House - Chairman  
c/o MedPartners/Mullikin, Inc., 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
2. Richard J. Kramer  
c/o Catholic Healthcare West, 1700 Montgomery Street, Suite 300, San Francisco, CA 94111
3. Rosalio J. Lopez, M.D.  
c/o MedPartners/Mullikin, Inc., 5000 Airport Plaza Drive, Long Beach, CA 90815
4. Ted H. McCourtney, Jr.  
c/o Venrock Associates, 30 Rockefeller Plaza, Room 5508, New York, NY 10112
5. John S. McDonald, J.D.  
c/o MedPartners/Mullikin, Inc., 5000 Airport Plaza Drive, Long Beach, CA 90815
6. Scott F. Meadow  
289 Prospect Avenue, Highland Park, IL 60035
7. Walter T. Mullikin, M.D.  
c/o MedPartners/Mullikin, Inc., 5000 Airport Plaza Drive, Long Beach, CA 90815
8. Charles W. Newhall, III  
c/o New Enterprise Associates, 1119 St. Paul Street, Baltimore, MD 21202
9. Richard M. Scrushy  
c/o HEALTHSOUTH Rehabilitation Corporation, Two Perimeter Park S, Suite 224 West,  
Birmingham, AL 35243
10. Larry D. Striplin, Jr.  
c/o Circle 'S' Industries, 2924 3rd Avenue South, Birmingham, AL 35233

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Names and Addresses of Officers

1. Larry R. House - President and CEO  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
2. William R. Dexheimer - Executive Vice President and COO  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
3. Harold O. Knight, Jr. - Executive Vice President and CFO  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

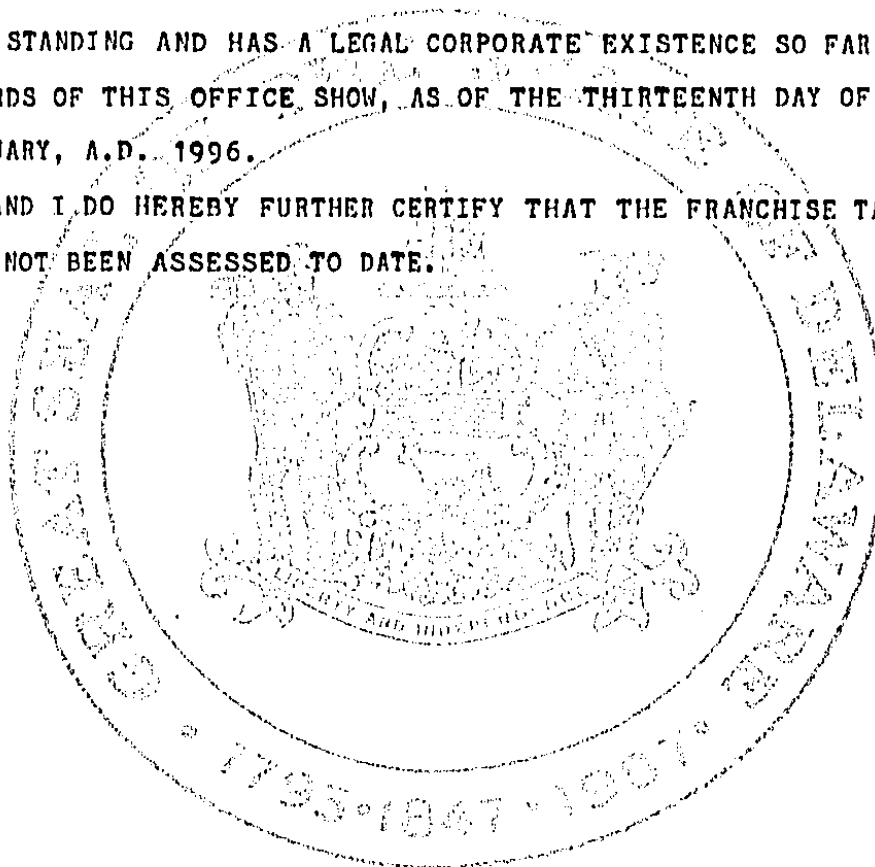
4. Tracy P. Thrasher - Executive Vice President of Administration and Secretary  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
5. J. Rodney Seay - Executive Vice President of Mergers and Acquisitions  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
6. Mark L. Wagar - Executive Vice President and COO - West  
5000 Airport Plaza Drive, Long Beach, CA 90815
7. Peter J. Clemens, IV - Treasurer  
3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 15 AM 10:43

**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDPARTNERS/MULLIKIN, 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1996.

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



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 15 AM 10:43



*Edward J. Freel*

Edward J. Freel, Secretary of State

2533174 8300

960041779

AUTHENTICATION: 7825643

DATE: 02-13-96

2nd

Document Number Only

F 96000000 770

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

200002000542--5  
-11/08/96--01071--012  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

MedPartners / Mullikin, Inc.

to:

MedPartners, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

CR2E031 (1-89)

FILED  
96 NOV - 8 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/8/96  
Name Change  
11/8/96  
DC

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**(1-3 must be completed)**

Name of corporation as it appears on the records of the Department of State.

**Incorporated under the laws of**

Date authorized to do business in Florida

(4-7 complete only the applicable changes)

**5. MedPartners, Inc.**

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

**8. If the amendment changes the period of duration, indicate new period of duration.**

### New Duration

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

## New Jurisdiction

**Signature**

**Tracy P. Thrasher**

**Typed or printed name**

11-1-96

Date \_\_\_\_\_

**EVP of Administration and Secretary**

**Title**



**CONSENT FOR USE OF NAME  
MEDPARTNERS, INC.**

I, the undersigned, as ~~Executive Vice President and Corporate~~ Secretary of MP of Delaware, Inc., a Delaware corporation formerly known as MedPartners, Inc. which qualified to do business in Florida on June 9, 1993, for and on behalf of the corporation, hereby consent to the use in Florida of the name MedPartners, Inc. by MedPartners, Inc., a Delaware corporation formerly known as MedPartners/Mullikin, Inc. which qualified to do business in Florida on February 15, 1996.

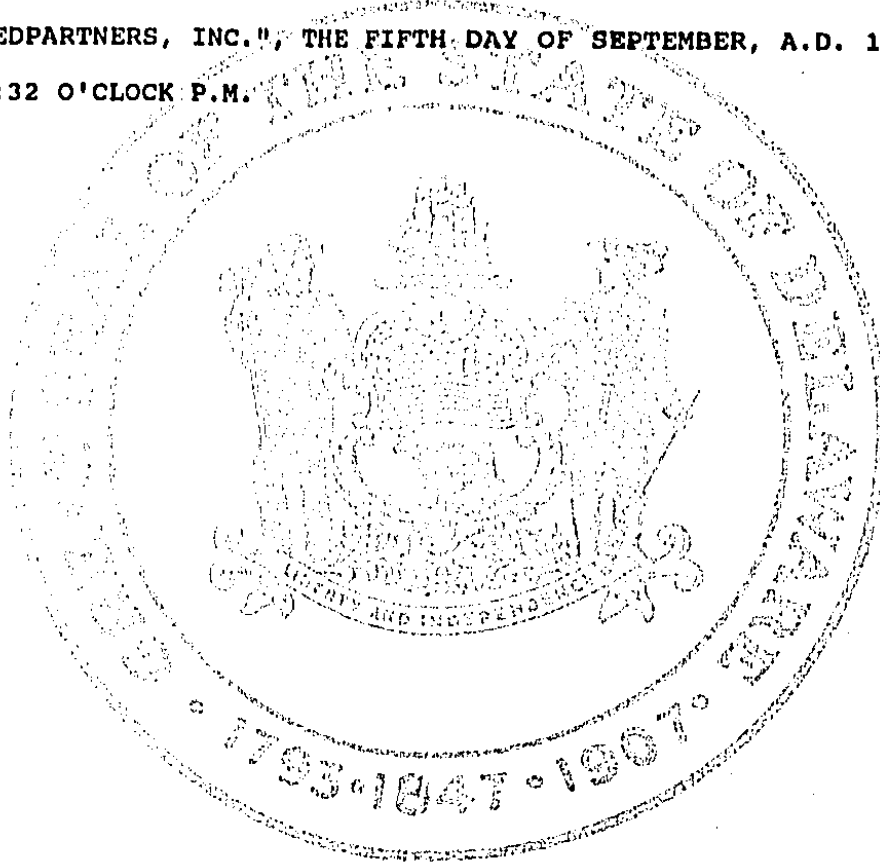
Dated this 1st day of Nov, 1996.

**MP OF DELAWARE, INC.**

  
By: Tracy P. Thrasher  
Its: Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MEDPARTNERS/MULLIKIN,  
INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO  
"MEDPARTNERS, INC.", THE FIFTH DAY OF SEPTEMBER, A.D. 1996, AT  
12:32 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2533174 8320

960323629

AUTHENTICATION:

8180135

DATE:

11-06-96

# FA6000000770

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

**WALK IN**

**PICK UP** 4/25/97 1:00 @ HBS

CERTIFIED COPY

CUS

☒ PHOTO COPY

☒ FILING Amend

1.) IMHC Management, Inc.  
(CORPORATE NAME & DOCUMENT #)

100002160481--3  
-04/30/97--01073--001  
\*\*\*105.00 \*\*\*\*\*70.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

97 APR 25 PM 3:17  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

File  
Second

4/25

John J. Harger

**F96000000770**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**IMHC MANAGEMENT, INC., a Florida corporation, P94000086057**

**into**

**MEDPARTNERS, INC., a Delaware corporation F96000000770**

**File date: April 25, 1997**

**Corporate Specialist: Joy Moon-French**

**ARTICLES OF MERGER  
OF  
IMHC MANAGEMENT, INC.  
INTO  
MEDPARTNERS, INC.**

**FILED**

97 APR 25 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 of the Business Corporation Act of Florida (hereinafter referred to as the "Act"), the undersigned corporation does hereby certify that:

First: IMHC Management, Inc., a Florida corporation, will merge (the "Merger") into MedPartners, Inc., a Delaware corporation.

Second: The laws of the State under which such foreign corporation is organized permit such Merger and such foreign corporation is complying with those laws in effecting the Merger.

Third: The name of the Surviving Corporation is MedPartners, Inc., a Delaware corporation, and it is complying with the applicable provisions of Sections 607.1101 - 607.1105 of the Act.

Fourth: The Plan of Merger is as follows:

1. The name of each of the constituent corporations of the Merger is as follows: IMHC Management, Inc., a Florida corporation, which is the merging corporation, and MedPartners, Inc., a Delaware corporation, which is the surviving corporation.

2. Effective upon issuance of the Certificates of Merger by the Secretary of State of Florida and the Secretary of State of Delaware, IMHC Management, Inc. (hereinafter referred to as "Practice" or the "Merging Corporation") hereby merges into MedPartners, Inc. (hereinafter referred to as "MedPartners" or the "Surviving Corporation"), and the Surviving Corporation shall be the surviving corporation resulting from said Merger.

Until altered, amended or repealed, as therein provided, the Certificate of Incorporation and Bylaws of MedPartners in effect as of the date of these Articles of Merger, shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

The Board of Directors of MedPartners as of the date of these Articles of Merger shall continue to be the Board of Directors of the Surviving Corporation until their successors are duly elected and qualified.

The principal office of MedPartners shall be the principal office of the Surviving Corporation as of the date of the Articles of Merger.

The Merging Corporation and Surviving Corporation shall each pay all the costs and expenses incurred by it to carry these Articles of Merger into effect and to accomplish the Merger. Upon the effectiveness of the Articles of Merger, the Surviving Corporation shall succeed by operation of law to the assets, operations and liabilities of the Practice.

3. The manner of converting the outstanding capital shares of the Merging Corporation shall be as follows:

(a) Upon the effective date of the Merger (the "Closing Date"), by virtue of the Merger and without any further action on the part of the shareholders, all of the outstanding shares of the Practice (the "Practice Shares") will be converted into the Merger Consideration as hereinafter defined; provided, however, that (a) no fractional shares of the MedPartners Common Stock constituting the Merger Consideration shall be issued, and (b) each share of the Practice Shares held by any shareholder exercising dissenter's rights shall, in lieu of being converted into the Merger Consideration, represent solely the right of the holder thereof to receive from MedPartners cash in an amount equal to the fair value of such shares. Merger Consideration shall be shares of MedPartners Common Stock with an aggregate share value of \$8,300,000 at the effective date of the Merger, and \$1,860,577 in cash to be paid by MedPartners to the shareholders of the Practice. Except as provided herein, each share of Practice Shares outstanding on the Closing Date shall be exchanged for and converted into that number of shares of the MedPartners Common Stock and cash determined by dividing 362,445 shares of MedPartners Common Stock and \$1,860,577 by the number of Association Shares. Notwithstanding the foregoing, at the effective date of the Merger, MedPartners shall retain shares of MedPartners Common Stock with an aggregate share value of \$830,000 (36,244 shares) at the effective date of the Merger (the "Adjustment Shares"), subject to the Post Closing Adjustment as defined below.

(b) A statement of the closing date net worth will be prepared by the Practice in accordance with GAAP on an accrual basis, applied on a basis consistent with previous financial statements of the Practice. In connection with the preparation of such statement, the accounts receivable to be collected within 120 days of the closing date shall be estimated by MedPartners, and such estimate shall be delivered to the Practice as soon as practicable after the Closing Date. A preliminary draft of such statement shall be prepared and delivered to the Practice's shareholder representative and MedPartners, together with the Practice's work papers, as promptly as practicable after the Closing Date, but in no event later than 30 days after the Closing Date (the "Preliminary Statement").

Representatives of MedPartners and Ernst & Young LLP, MedPartners's independent public accountants ("E & Y"), shall be entitled to review the workpapers of the Practice in connection with their review of the Preliminary Statement. Within sixty (60) days after the receipt by MedPartners of the Preliminary Statement, E & Y and/or MedPartners may propose any adjustments thereto which they deem to be required by GAAP, applied as set forth above. MedPartners and the Practice shall cooperate promptly and in good faith for the purpose of resolving any proposed adjustments.

In the event any disagreement between the parties regarding the Preliminary Statement is not resolved before the date which is ninety (90) days after the receipt by MedPartners of the Preliminary Statement, such firm of independent public accountants as may be mutually acceptable to MedPartners and the Practice's shareholder representative, will be promptly engaged to render within sixty (60) days after being engaged, an opinion regarding the issue or issues in dispute on the statement of the closing date net worth, and such opinion shall be binding on the parties hereto. MedPartners shall pay the fees of E & Y and the Practice shall pay the fees and expenses of Practice's auditors. Each of MedPartners and the Practice will pay one-half of the fees and expenses of such independent public accounting firm, if any.

(c) One hundred twenty days after the Closing Date, or as soon thereafter as is practicable, a final statement shall be prepared by MedPartners by adjusting the Preliminary Statement and opinion for the exact amount of accounts receivable of the Practice collected between the Closing Date and one hundred twenty days after the Closing Date (the "Final Statement"). In the event that the Final Statement indicates a net worth deficiency, then MedPartners shall (a) deduct from the Adjustment Shares that number of whole shares of MedPartners Common Stock equal to the amount of the net worth deficiency multiplied by the Closing Date share value and (b) distribute at the end of a time period of not more than twenty-four months the remaining Adjustment Shares to the shareholders. In the event that the final statement indicates a net worth surplus, then MedPartners shall distribute to the shareholders, at the end of not more than twenty-four months, whole shares of MedPartners Common Stock having a Closing Date share value equal to the net worth surplus.

(d) The shares of MedPartners Common Stock to be delivered proportionally to the Practice shareholders pursuant to these Articles of Merger shall not be registered under the Securities Act of 1933.

Fifth: The Plan and Agreement of Merger was adopted by the shareholders of IMHC Management, Inc. on the 27 day of March, 1997.

Sixth: Pursuant to Section 607.1103(7) of the Act, action by the shareholders of MedPartners, Inc. was not required. The Plan and Agreement of Merger was adopted by the Board of directors of MedPartners, Inc. on the 27 day of March, 1997.

Seventh: The effective date of this Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of Delaware.

Dated this 27 day of March, 1997.

**IMHC MANAGEMENT, INC.**

By: Thomas R. Civitella, M.D.

Its: Thomas R. Civitella, M.D.  
President

**MEDPARTNERS, INC.**

By: \_\_\_\_\_

Its: \_\_\_\_\_



Dated this \_\_\_\_\_ day of March, 1997.

**IMHC MANAGEMENT, INC.**

By: \_\_\_\_\_

Its: \_\_\_\_\_

**MEDPARTNERS, INC.**

By: *John Gannon*

Its: John Gannon  
President - Eastern Operations