SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750.)

APPROVED AND FILED

97 SEP -5 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT **1997**

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

DOCUMENT # F96000000770 (5)

1. Corporation Name
MEDPARTNERS, INC.

Principal Place of Business	Mailing Address
3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244	3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/15/1996	3a. Date of Last Report
4. FEI Number: 63-1151076	☐ 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	

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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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 signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PCEO HOUSE, LARRY R 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	C/D/CEO ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	COOV DEXHEIMER, WILLIAM R 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☒ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	[see attached sheet for additional officers/directors] ☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CFOV KNIGHT, HAROLD O JR 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	100002286161---0 ☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V THRASHER, TRACY P 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	V/S ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V SEAY, J R 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☒ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	COOV WAGAR, MARK L 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM AL 35244 ☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	P/COO ☒ Change ☐ Addition

CR2E034 (4/97)

14. I do 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: Tracy P. Thrasher EVP CAO & Corp. 9-3-97 (205)733-8996

2

MedPartners, Inc.

OFFICERS	
NAME & TITLE	**BUSINESS ADDRESS**
Larry R. House - Chairman of the Board and Chief Executive Officer	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Mark L. Wagar - President and Chief Operating Officer	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Harold O. Knight, Jr. - Executive Vice President and Chief Financial Officer	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Tracy P. Thrasher - Executive Vice President, Chief Administrative Officer and Corporate Secretary	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Rosalio J. Lopez, M.D. - Chief Medical Officer	c/o MedPartners, Inc. 5000 Airport Plaza Drive, Long Beach, CA 90815
John J. Gannon - President - Physician Practice Management Division	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
H. Lynn Massingale, M.D. - President - Team Health	c/o Team Health, Inc. 1900 Winston Road, Suite 300, Knoxville, TN 37919
Edward J. Novinski - Executive Vice President - Managed Care	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
John M. Deane - Executive Vice President - Information Services	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
J. Brooke Johnston, Jr. - Senior Vice President and General Counsel	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Charles C. Clark - Senior Vice President and Chief Tax Officer	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Peter J. Clemens, IV - Vice President - Finance and Treasurer	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Mark S. Weeks - Vice President - Finance and Controller	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

DIRECTORS	
NAME	**BUSINESS ADDRESS**
Larry R. House	c/o MedPartners, Inc. 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244
Roger L. Headrick	c/o Minnesota Vikings Football Club 9520 Viking Drive, Eden Prairie, MN 55344
Harry M. Jansen Kraemer, Jr.	c/o Baxter International Inc. One Baxter Parkway, Deerfield, IL 60015
Rosalio J. Lopez, M.D.	c/o MedPartners, Inc. 5000 Airport Plaza Drive, Long Beach, CA 90815
Ted H. McCourtney	c/o Venrock Associates 30 Rockefeller Plaza, Room 5508, New York, NY 10112
John S. McDonald, J.D.	c/o MedPartners, Inc. 5000 Airport Plaza Drive, Long Beach, CA 90815
Walter T. Mullikin, M.D.	c/o MedPartners, Inc. 5000 Airport Plaza Drive, Long Beach, CA 90815
Charles W. Newhall III	c/o New Enterprise Associates 1119 St. Paul Street, Baltimore, MD 21202
C. A. Lance Piccolo	c/o HealthPic Consultants, Inc. 111 Barclay Blvd, Suite 220, Lincolnshire, IL 60069
Richard M. Scrushy	c/o HEALTHSOUTH Corporation One HealthSouth Parkway, Birmingham, AL 35244
Larry D. Striplin, Jr.	c/o Nelson Brantley Glass Contractors 2924 3rd Avenue South, Birmingham, AL 35233

3

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 519503 4390339

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 550.00

ORDER DATE : September 5, 1997

ORDER TIME : 12:07 PM

ORDER NO. : 519503-035

CUSTOMER NO: 4390339

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

ANNUAL REPORT FILING

NAME: MEDPARTNERS, INC.

97 SEP -5 PM 1:27

DIVISION OF CORPORATIONS

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: A. Alau
9/5/97