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

PROFIT CORPORATION ANNUAL REPORT 1998

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

FILED
98 JAN 20 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F96000000770 (5)

1. Corporation Name
MEDPARTNERS, INC.

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

Mailing Address
3000 GALLERIA TOWER, SUITE 1000
BIRMINGHAM AL 35244

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/15/1996

4. FEI Number: 63-1151076 ☐ Applied For ☐ Not Applicable

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

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
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

TITLE	DCEO	☐ DELETE
NAME	HOUSE, LARRY R	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	VP	☐ DELETE
NAME	WEEKS, MARK S	
STREET ADDRESS	3000 GALLERIA TOWER, STE. 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	CFOV	☐ DELETE
NAME	KNIGHT, HAROLD O JR	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	VS	☐ DELETE
NAME	THRASHER, TRACY P	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	EVP	☐ DELETE
NAME	DEANE, JOHN M	
STREET ADDRESS	3000 GALERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	PCOO	☐ DELETE
NAME	WAGAR, MARK L	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

300002404683--8

SEE ATTACHED SHEET

1.1 TITLE	☐ Change ☐ Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	☐ Change ☐ Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	☐ Change ☐ Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	☐ Change ☐ Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	☐ Change ☐ Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	☐ Change ☐ Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

AO 1/20

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.

Tracy P. Thrasher

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. 5000 Airport Plaza Drive, Long Beach, CA 90815
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

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 674108 4390339

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 150.00

ORDER DATE : January 19, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 674108-005

CUSTOMER NO: 4390339

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

ANNUAL REPORT FILING

NAME: MEDPARTNERS, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: ____

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98 JAN 20 AM 11:34
DIVISION OF CORPORATION