

F 96000003116

Document Number Only

CP CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100001889761
-06/20/96--01062--017
*****70.00 *****70.00

Physician's Resource Group, Inc.

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- Profit
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- Limited Liability Co.
- Foreign
- Limited Partnership
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6/20

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

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

1. Physicians Resource Group, 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. 76-0456864
(FEI number, if applicable)

4. November 2, 1993
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 5430 LB7 Freeway, Suite 1540, Dallas, Texas 75240

(Current mailing address)

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8. Management Service
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Daniel R. Glutz

Asst Vice President

(Type Name and Title of Officer)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Richard M. Owen, Senior Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Physicians Resource Group, Inc.**

1. Emmott E. Moore, President, CEO
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
2. Richard M. Owen, Senior Vice President, CFO
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
3. Richard J. D'Amico, Senior Vice President, Secretary
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
4. Mark P. Kingston, Senior Vice President, CDO
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
5. John N. Bingham, Vice President, Controller, CAO
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
6. Bruce Charles, Senior Vice President
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
7. Jonathan R. Bond, Senior Vice President
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
8. Daniel Chambers, Senior Vice President
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
9. J. Michael Casas, Vice President, Southwest Region
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
10. William K. Chow, Vice President, Western Region
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
11. Richard E. Talbot, Vice President, Great Lakes Region
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240
12. Michael Yeary, Vice President, Houston Region
5430 LBJ Freeway, Suite 1540

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor
Dallas, Texas 75240

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS RESOURCE GROUP, 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 NINETEENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

2357759 8300

960178402

AUTHENTICATION:

7992363

DATE:

06-19-96



CAPITOL CORPORATE SERVICES, INC.

July 16, 1997

FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: **PHYSICIANS RESOURCE GROUP, INC.**

700002242377--8
-07/21/97--01031--013
*****35.00 *****35.00

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 1318 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

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JUL 22 1997

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
PHYSICIANS RESOURCE GROUP, INC.

1b. Date of Incorporation: 6/20/96 Document number F96000003116

2. The name and address of the current registered agent and office:
C T Corporation System
1200 South Pine Island Rd., Plantation, Fl 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
NRAI Services, Inc.
526 East Park Avenue, Tallahassee, Florida 32301

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The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Richard D'Amico
SIGNATURE
7-11-97
DATE

Richard D'Amico, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.
SIGNATURE By: *Debbie Henderson* asst. p.c.
(Registered Agent)
DATE 7-14-97

Return acknowledgment to:



Capitol Corporate Services, Inc.
P.O. Box 1831 Austin TX 78767
800/345-4647