

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9111
904-222-0350 FAX

800-342-8086

CSC networks

F96000006900

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 222071

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 35⁰⁰

ORDER DATE : 1-22-97

200002064642--6

ORDER TIME :

ORDER NO. : 222071

CUSTOMER NO: 4390339

CUSTOMER:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 22 PM 4:28

FILED

DOMESTIC FILING

NAME: Medpartners Acquisition Corporation

XY Change of agent

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Leelee Skipper

EXAMINER'S INITIALS:

PA Change
01-22-97

DIVISION OF CORPORATION

97 JAN 22 AM 10:50

RECEIVED

DC

Florida Department of State, Sandra B. Mortham, 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 of Florida.

1a. The name of the corporation is: Medpartners Acquisition Corporation

1b. The mailing address of the corporation is: 3000 Galleria Tower, Suite 1000,
Birmingham, Al 35244

1c. Date of incorporation: 12-31-96 Document number: .F96000006900

2. The name and address of the current registered agent and office:

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

The Prentice-Hall Corporation Systems, Inc.
1201 Hays Street, Suite 105
Tallahassee, Florida 32301

The street address of its registered office 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.


(Signature of an officer, chairman or
vice chairman of the board)

Tracy P. Thrasher
Secretary

(Printed or typed name and title)

1-20-97
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

The Prentice-Hall Corporation Systems, Inc.

By: Kelly A. Howley
(Signature of Registered Agent)

If signing on behalf on an entity:

Kelly A. Howley
(Typed or Printed Name)

1-21-97
(Date)

Asst. Sec.
(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA