

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

FILED
Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000002982 (3)
 1. Corporation Name
PHYSICIAN RELIANCE NETWORK, INC.



Principal Place of Business 5420 LBJ FREEWAY #900 DALLAS TX 75240	Mailing Address 5420 LBJ FREEWAY #900 DALLAS TX 75240
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Same		2a. Mailing Address 26 Same		3. Date Incorporated or Qualified 06/09/1997	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 75-2495107	
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24	Country 25	Zip 29	Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name Same 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	PDCE	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	President	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	REESE, MERRICK H MD			1.2 NAME	O. Edwin French		
STREET ADDRESS	5420 LBJ FREEWAY #900			1.3 STREET ADDRESS	5917 Turtle Creek Drive		
CITY-ST-ZIP	DALLAS TX 75240			1.4 CITY-ST-ZIP	Plano, TX 75093		
TITLE	VD	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BAILES, JOSEPH S MD			2.2 NAME	See attached list for a complete list of all Officers & Directors		
STREET ADDRESS	5420 LBJ FREEWAY #900			2.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX 75240			2.4 CITY-ST-ZIP			
TITLE	VTCF	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MURDOCK, MICHAEL N			3.2 NAME			
STREET ADDRESS	5420 LBJ FREEWAY #900			3.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX 75240			3.4 CITY-ST-ZIP			
TITLE	VS	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MCGINN, GEORGE P			4.2 NAME			
STREET ADDRESS	5420 LBJ FREEWAY #900			4.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX 75240			4.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BINKER, NANCY G			5.2 NAME			
STREET ADDRESS	5420 LBJ FREEWAY #900			5.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX 75240			5.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DALY, ROBERT W			6.2 NAME			
STREET ADDRESS	5420 LBJ FREEWAY #900			6.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX 75240			6.4 CITY-ST-ZIP			

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.

CR2E034 (10/97)

**Officers of
Physician Reliance Network, Inc.**

1. John T. Casey, Chairman and Chief Executive Officer
4808 Bobbitt Drive
Dallas, Texas 75229
2. O. Edwin French, President and Chief Operating Officer
5917 Turtle Creek Drive
Plano, Texas 75093
3. Joseph S. Bailes, M.D., Executive Vice President - National Medical Director
5707 Caladium
Dallas, Texas 75230
4. Michael N. Murdock, Executive Vice President, Chief Financial Officer, Treasurer
719 Scottish Mist Trail
Highland Village, Texas 75067
5. George P. McGinn, Executive Vice President/General Counsel/Secretary
6814 Stefani
Dallas, Texas 75225
6. J. Ernest Sims, Executive Vice President - Physician Services
4738 Hallmark
Dallas, Texas 75229
7. Debi Nottingham, Vice President
8414 Kestrel Court
McKinney, Texas 75070
8. Michael Wendling, Vice President
9006 Windy Crest Dr.
Dallas, Texas 75243
9. Brian Chandler, Assistant Secretary
1111 North Clinton
Dallas, Texas 75204
10. Patricia Secchio, Assistant Treasurer
4547 Surf Drive
Dallas, Texas 75214

**Directors of
Physician Reliance Network, Inc.**

1. John T. Casey, Chairman
4808 Bobbitt Drive
Dallas, Texas 75229

2. Merrick H. Reese, M.D., Vice Chairman
5231 Pebblebrook
Dallas, Texas 75229

2. Nancy G. Brinker
9410 Alva Court
Dallas, Texas 75220

3. Joseph S. Bailes, M.D.
5707 Caladium
Dallas, Texas 75230

4. Robert W. Daly
85 Oak Road
Weston, Massachusetts 02193

5. Boone Powell, Jr.
9209 Westview Circle
Dallas, Texas 75231