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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000008578

1. Corporation Name
FIRST PHYSICIAN CARE OF TAMPA BAY, INC.



Principal Place of Business 500 NORTH WESTSHORE SUITE 900 TAMPA FL 33609	Mailing Address 500 NORTH WESTSHORE SUITE 900 TAMPA FL 33609
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 30 Burton Hills Blvd.
22 City & State	27 Suite 400
23 Zip Country	28 Nashville, TN
24 3215	29 USA

3. Date incorporated or Qualified	Applied For
02/03/1994	Not Applicable
4. FEI Number	Applied For
59-3221742	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 the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
GEORGE, STEPHEN A.
 500 NORTH WESTSHORE SUITE 900
 TAMPA FL 33609
As of March 23, 1999:
 Corporation Service Company
 1201 Hays Street
 Tallahassee, FL 32301

10. Name and Address of New Registered Agent
 81 Name: See box 9 for correction to form.
 82 Street Address (P.O. Box Number is Not Acceptable): Change in Registered Agent was made after printing of form, but prior to mailing.
 83 City: FL
 84 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: *See attached memo and statement*
 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: PD	NAME: GEORGE, STEPHEN A MD	1.1 TITLE: C/O
STREET ADDRESS: 3200 WINDY HILL RD., SUITE 400W	CITY-ST-ZIP: ATLANTA GA 30339	1.2 NAME: Hüts, Joseph C.
		1.3 STREET ADDRESS: 30 Burton Hills Blvd., Suite 400
		1.4 CITY-ST-ZIP: Nashville, TN 37215
TITLE: ST	NAME: HARDESTY, KARL A	2.1 TITLE: VC/V/AS/D
STREET ADDRESS: 3200 WINDY HILL RD., SUITE 400W	CITY-ST-ZIP: ATLANTA GA 30339	2.2 NAME: Reeves, Darri W.
		2.3 STREET ADDRESS: 30 Burton Hills Blvd., Suite 400
		2.4 CITY-ST-ZIP: Nashville, TN 37215
TITLE: V	NAME: SMALLWOOD, DONALD B	3.1 TITLE: P/AS/D
STREET ADDRESS: 3200 WINDY HILL RD., SUITE 400W	CITY-ST-ZIP: ATLANTA GA 30339	3.2 NAME: Dent, Thompson S.
		3.3 STREET ADDRESS: 30 Burton Hills Blvd., Suite 400
		3.4 CITY-ST-ZIP: Nashville TN 37215
TITLE: V	NAME: ADLER, JOSHUA	4.1 TITLE: VP/AS
STREET ADDRESS: 3200 WINDY HILL RD. SUITE 400W	CITY-ST-ZIP: ATLANTA GA 30339	4.2 NAME: Crawford, John K.
		4.3 STREET ADDRESS: 30 Burton Hills Blvd., Suite 400
		4.4 CITY-ST-ZIP: Nashville, TN 37215
TITLE:	NAME:	5.1 TITLE: VP/AS
STREET ADDRESS:	CITY-ST-ZIP:	5.2 NAME: Frankenfield, Monte S.
		5.3 STREET ADDRESS: 30 Burton Hills Blvd., Suite 400
		5.4 CITY-ST-ZIP: Nashville, TN 37215
TITLE:	NAME:	6.1 TITLE: Additional officers listed
STREET ADDRESS:	CITY-ST-ZIP:	6.2 NAME: On attached sheet.
		6.3 STREET ADDRESS:
		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, with all other like empowered.

SIGNATURE: *Monte S. Frankenfield*
 Signature and typed or printed name of signing officer or director
 Date: 4/7/99
 Daytime Phone #: (65) 665-9066

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*** FILING FEE: \$35.00 ***

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 Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: FIRST PHYSICIAN CARE OF TAMPA BAY, INC.

2. The mailing address of the corporation is: _____

3. Date of incorporation/qualification: February 3, 1994 Document number: P94000008578

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

STEPHEN A. GEORGE
900, 500 NORTH WESTSHORE
TAMPA, FL 33609

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

3/20/99
(Date)

N. CAROLYN FOREHAND, Secretary
(Printed or typed name and title)

(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.

Corporation Service Company
[Signature] 3/23/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

KAREN B. ROZAR Assistant Vice President
(Typed or Printed Name) (Capacity)