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FILED
May 01 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P94000056825 (0)

1. Corporation Name
SOUTH BAY PHYSICIAN CLINICS, INC.

Principal Place of Business

ONE PARK PLAZA
NASHVILLE TN 37203

Mailing Address

P.O. BOX 750
NASHVILLE TN 37202
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/02/1994

4. FEI Number

62-1576894

Applied For

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 or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

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 P
NAME FLEETWOOD, JIM
STREET ADDRESS 7975 NW 154TH ST #400A
CITY-ST-ZIP MIAMI LAKES FL

DELETE

TITLE V
NAME JOHNSON, R. MILTON
STREET ADDRESS ONE PARK PLAZA
CITY-ST-ZIP NASHVILLE TN

DELETE

TITLE VASO
NAME BRAUN, STEPHEN T.
STREET ADDRESS ONE PARK PLAZA
CITY-ST-ZIP NASHVILLE TN

DELETE

TITLE VD
NAME DONAHEY, KENNETH
STREET ADDRESS ONE PARK PLAZA
CITY-ST-ZIP NASHVILLE TN

DELETE

TITLE VD
NAME ELTON, ROSALYN
STREET ADDRESS ONE PARK PLAZA
CITY-ST-ZIP NASHVILLE TN

DELETE

TITLE S
NAME FRANCK, JOHN M.
STREET ADDRESS ONE PARK PLAZA
CITY-ST-ZIP NASHVILLE TN

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

3.1 TITLE AS
3.2 NAME Blackwood, Dora A.
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

4.1 TITLE DSVAT
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE DVPS
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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.

SIGNATURE

4-73-98

CR2E034 (10/97)