

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

**PROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000056825

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**

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**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

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 then if applicable

(NOTE: Registered Agent's name is not to be typed or printed)

DATE

12. OFFICERS AND DIRECTORS

TITLE	V	[] DELETE
NAME	JOHNSON, R. MILTON	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	AS	[] DELETE
NAME	BLACKWOOD, DORA A	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	DSVT	X DELETE
NAME	DONAHEY, KENNETH	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	VD	X DELETE
NAME	ELTON, ROSALYN	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	DVPS	[] DELETE
NAME	FRANCK, JOHN M.	
STREET ADDRESS	ONE PARK PLAZA	
CITY-ST-ZIP	NASHVILLE TN	
TITLE		[] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13.

11 TITLE	DVP
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	AC
22 NAME	David L. Denson
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	DVP
32 NAME	A. Bruce Moore
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	VP
42 NAME	Ronald Lee Grubbs
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change	[] Add/Un
[] Change	X Add/Un
[] Change	X Add/Un
[] Change	X Add/Un
[] Change	[] Add/Un
[] Change	[] Add/Un
[] Change	[] Add/Un
[] Change	[] Add/Un

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(g), 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:

[Signature]

08/02/1994 11:09:10



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 the current year Intangible
Personal Property Tax

[] Yes [] No

10. Name and Address of New Registered Agent

900002815529--0
-03/23/99--01068--010
****150.00 FL ****150.00

CR2E034 (11/98)

0523056

February 1, 1999

**OFFICERS AND DIRECTORS
OF
SOUTH BAY PHYSICIAN CLINICS, INC.**

(2)

Jay Grinney	President	One Park Plaza Nashville, TN 37203
Dan Miller	Senior Vice President	6200 Courtney Campbell Cwy Tampa, FL 33607
Victor L. Campbell	Senior Vice President	One Park Plaza Nashville, TN 37203
Robert Waterman	Senior Vice President	One Park Plaza Nashville, TN 37203
David G. Anderson	Vice President and Treasurer	One Park Plaza Nashville, TN 37203
Bill Rutherford	Vice President	One Park Plaza Nashville, TN 37203
Rosalyn S. Elton	Vice President	One Park Plaza Nashville, TN 37203
*A. Bruce Moore	Vice President	One Park Plaza Nashville, TN 37203
V. Carl George	Vice President	One Park Plaza Nashville, TN 37203
* R. Milton Johnson	Vice President	One Park Plaza Nashville, TN 37203
*John M. Franck II	Vice President and Secretary	One Park Plaza Nashville, TN 37203
Sam Hankins	Vice President	6200 Courtney Campbell Cwy Tampa, FL 33607
James D. Hinton	Vice President	One Park Plaza Nashville, TN 37203
Howard K. Patterson	Vice President	One Park Plaza Nashville, TN 37203
Lyle Reid	Vice President	One Park Plaza Nashville, TN 37203
Ronald Lee Grubbs	Vice President	One Park Plaza Nashville, TN 37203
Steven E. Clifton	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Bettye D. Daugherty	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Tom C. Gormley	Vice President	One Park Plaza Nashville, TN 37203

(3)

Mike T. Bray	Vice President	One Park Plaza Nashville, TN 37203
Dora A. Blackwood	Assistant Secretary	One Park Plaza Nashville, TN 37203
David L. Denson	Assistant Secretary	One Park Plaza Nashville, TN 37203
Dianne Johnson	Assistant Secretary	One Park Plaza Nashville, TN 37203

***Directors
(Florida)**

Persons employed in the capacity of Chief Executive Officer, Chief Financial Officer, and Assistant Administrator of facilities owned and/or operated by this Corporation, are authorized by the Board of Directors of this Corporation to negotiate and enter into contracts and agreements necessary in the conduct of the day-to-day business of such facility, including, but not limited to, physician contracts, leases, purchase agreements, cost reports, etc., which with the advice of legal counsel, shall be deemed appropriate and advisable, and to execute and deliver Certificates of Resolution required in connection with such contracts and agreements.