



THE UNITED STATES
CORPORATION
COMPANY

P94000062000

ACCOUNT NO. : 072100000032

REFERENCE : 177889 5021646

AUTHORIZATION :

Patricia Puynt

COST LIMIT : \$ 35.00

ORDER DATE : March 22, 1999

ORDER TIME : 12:01 PM

ORDER NO. : 177889

700002815547--4

CUSTOMER NO: 5021646

CUSTOMER: Ms. Sharon H. Crawford
Phycor, Inc.
30 Burton Hills Blvd.
Ste. 400
Nashville, TN 37215

RECEIVED

99 MAR 23 PM 12:46
DIVISION OF CORPORATION

CHANGE OF AGENT

NAME: FIRST PHYSICIAN CARE OF
SOUTH FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

FILED
99 MAR 23 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Me 3/23

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

*** 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 SOUTH FLORIDA, INC.

2. The mailing address of the corporation is: _____

3. Date of incorporation/qualification: August 23, 1994 Document number: P94000062000

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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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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]
(Signature of Registered Agent)

3/23/99
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR

Assistant Vice President

(Typed or Printed Name)

(Capacity)