



THE UNITED STATES  
CORPORATION  
COMPANY

P95000091239

ACCOUNT NO. : 072100000032

REFERENCE : 501088 4390339

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Pyatt*

ORDER DATE : August 19, 1997

ORDER TIME : 2:43 PM

ORDER NO. : 501088

CUSTOMER NO: 4390339

CUSTOMER: Ms. Fran Soldo  
Medpartners, Inc.  
3000 Riverchase  
Galleria Tower / Ste. 1000  
Birmingham, AL 35244

500002275335--9

CHANGE OF AGENT

NAME: INPHYNET MANAGED CARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

FILED  
97 AUG 22 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 AUG 22 PM 4:42  
DIVISION OF CORPORATION

8/25  
*John*  
RA.  
Change

Florida Department of State, Jim Smith, Secretary of State

**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 Florida.

1a. The name of the corporation is: \_\_\_\_\_  
INPHYNET MANAGED CARE, INC.

1b. Date of incorporation: 11/30/95 Document number \_\_\_\_\_

2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL

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

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent 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  
August 12, 1997  
DATE

Tracy P. Thrasher Vice President & Secretary  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 BY: Debbie Skipper, As agent  
DEBBIE SKIPPER

DATE 8-15-97