## PGSC THE UNITED STATES CORPORATION 5 D STATES THE UNITED STATES CORPORATION THE UNITED STATES THE UNITED

ACCOUNT NO. : 072100000032 = REFERENCE : 184293 4390339

200002820022--6

IATEDIVISION OF CORPORATION

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE: March 26, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 184293-020

CUSTOMER NO: 4390339

CUSTOMER: Ms. Danielle Bayer Medpartners, Inc.

3000 Galleria Tower

Suite 1000

Birmingham, AL 35244

DOMESTIC AMENDMENT FILING

NAME: INPHYNET MANAGED CARE, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:



## FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 26, 1999

CSC ANGIE GLISAR TALLAHASSEE, FL

SUBJECT: INPHYNET MANAGED CARE, INC.

Ref. Number: P95000091239

We have received your document for INPHYNET MANAGED CARE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

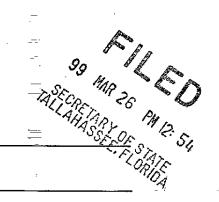
If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 699A00015408



## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



InPhyNet Managed Care, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME (Amended to read)
The name of this corporation shall be:
MedPartners Managed Care, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	he date of each amendment's adoption: March 12, 1999
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	voting group
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	gned this 25th day of March , 19 99 .
Signature _	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR _
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	James H. Dickerson, Jr.  Typed or printed name
	Vice President & Treasurer & Director -