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

FILED
99 APR -1 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000091239

1. Corporation Name
INPHYNET MANAGED CARE, INC.

Principal Place of Business	Mailing Address
1200 S. PINE ISLAND ROAD SUITE 600 PLANTATION FL 33324	3000 GALLERIA TOWER SUITE 1000 BIRMINGHAM AL 35244

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/30/1995
4. FEI Number: 65-0622858 [ ] 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

2. Principal Place of Business — 21 / Suite, Apt #, etc 22 / City & State 23 / Zip 24 Country 25

2a. Mailing Address — 26 / Suite, Apt #, etc. 27 / City & State 28 / Zip 29 Country 30

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDCE	[X] DELETE	PD	[ ] Change [X] Addition
NAME	CRAWFORD, E. MAC		LUIS MOSQUERA	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000		3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244		BIRMINGHAM, AL 32544	
TITLE	VTD	[X] DELETE	VPSD	[ ] Change [X] Addition
NAME	KNIGHT, HAROLD O JR.		SARA J. FINLEY	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000		3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244		BIRMINGHAM, AL 32544	
TITLE	VSD	[X] DELETE	TD	[ ] Change [X] Addition
NAME	THRASHER, TRACY P		LEISA KIZER	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000		3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244		BIRMINGHAM, AL 32544	
TITLE	SVPC	[X] DELETE		[ ] Change [ ] Addition
NAME	PRADO, MARTA			
STREET ADDRESS	1200 S PINE ISLAND RD SUITE 600			
CITY-ST-ZIP	PLANTATION FL 33324			
TITLE		[ ] DELETE		[ ] Change [ ] Addition
NAME				
STREET ADDRESS				
CITY-ST-ZIP				
TITLE		[ ] DELETE		[ ] Change [ ] Addition
NAME				
STREET ADDRESS				
CITY-ST-ZIP				

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, with all other like empowered.

SIGNATURE: Leisa S. Kizer — Leisa S. Kizer 3/31/99 205/733-8996
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — Daytime Phone #

CR2E034 (11/98)

(2)

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 190835 4390339

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 150.00

ORDER DATE : April 1, 1999

ORDER TIME : 3:48 PM

ORDER NO. : 190835-035

CUSTOMER NO: 4390339

CUSTOMER: Ms. Danielle Bayer
Medpartners, Inc.
3000 Galleria Tower
Suite 1000
Birmingham, AL 35244

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99 APR -1 PM 4:53

ANNUAL REPORT FILING

NAME: INPHYNET MANAGED CARE, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____