

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

0623101

PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # **P96000070048**
 1. Corporation Name
FIRST PHYSICIANS CARE, INC.

Principal Place of Business: **ONE PARK PLAZA NASHVILLE TN 37203**
 Mailing Address: **PO BOX 750 NASHVILLE TN 37202 US**

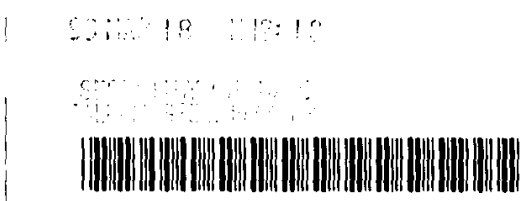
2. Principal Place of Business (21-24) and Mailing Address (26-29) fields for Suite, City, State, Zip, and Country.

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 TALLAHASSEE FL 32301**

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: _____ (Type or printed name of registered agent and, if not applicable, the Secretary of State)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS	11 TITLE	AS
NAME	BLACKWOOD, DORA A	12 NAME	David L. Denson
STREET ADDRESS	ONE PARK PLAZA	13 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	14 CITY-ST-ZIP	
TITLE	DVSA	21 TITLE	DVP
NAME	DONAHEY, KENNETH C	22 NAME	R. Milton Johnson
STREET ADDRESS	ONE PARK PLAZA	23 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	24 CITY-ST-ZIP	
TITLE	DV	31 TITLE	DVP
NAME	ELTON, ROSALYN S	32 NAME	A. Bruce Moore
STREET ADDRESS	ONE PARK PLAZA	33 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	34 CITY-ST-ZIP	
TITLE	DVPS	41 TITLE	VP
NAME	FRANCK, JOHN M II	42 NAME	Ronald Lee Grubbs
STREET ADDRESS	ONE PARK PLAZA	43 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	44 CITY-ST-ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **06/22/1996**

4. FEI Number: **62-1657697**

5. Certificate of Status Desired: Applied For Not Applicable

6. Election Campaign Financing Trust Fund Contribution: **\$8.75** Additional Fee Required **\$5.00** May Be Added to Fees

7. This corporation owes the current year Intangible Personal Property Tax: Yes No

10. Name and Address of New Registered Agent

81 Name: _____

82 Street Address (P.O. Box Number is OK): **500002815465--1**

83 _____

84 City: _____

85 Zip Code: **09/29/99--01066--011**
******150.00 ****150.00**
FL

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.04(3)(b), 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 AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)

DB
 3-22-99

February 1, 1999

**OFFICERS AND DIRECTORS
OF
FIRST PHYSICIANS CARE, INC.**

Jack O. Bovender, Jr.	President	One Park Plaza Nashville, TN 37203
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
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
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
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

3

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.