

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN
PICK UP 12/19/96 1:00 *QAB*

CERTIFIED COPY _____ **EFFECTIVE DATE** 12-16-96 _____ **CUS** _____

PHOTO COPY _____ **FILING** Articles

1.) Richman Group TC, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

D. BROWN DEC 19 1996

**Articles of Incorporation
of**

RICHMAN GROUP TC, INC.

EXPIRES DATE
12-16-96

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

RICHMAN GROUP TC, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

**RICHMAN GROUP TC, INC.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952**

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his

pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its Corporate existence on December 16, 1996. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Richman Group TC, Inc.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Richman Group TC, Inc.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952

ARTICLE VIX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

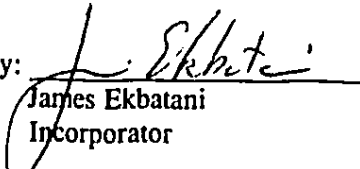
ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of December 12, 1996.

RICHMAN GROUP, TC, INC.

By:

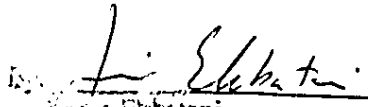

James Ekbatani
Incorporator

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of RICHMAN GROUP TC, INC., in its Articles of Incorporation at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

RICHMAN GROUP TC, INC.


James Ekbatani

Dated: December 18th, 1996



P960000102321

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 4/4/97 1:00 ^{NT} ☺

CERTIFIED COPY _____

CUS gs - showing name change

PHOTO COPY _____

FILING Amendment

1.) Richman Group TC, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

SPECIAL INSTRUCTIONS _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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87 APR -4 PH 3:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NT
Wester

April 4, 1997

CORPORATE ACCESS INC.

TALLAHASSEE, FL 32301

SUBJECT: INTEGRATED MANAGEMENT SERVICES
Ref. Number: W97000007127

We have received your document for INTEGRATED MANAGEMENT SERVICES and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00017081

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RICHMAN GROUP TC, INC.

1. The following provisions of the Articles of Incorporation of RICHMAN GROUP TC, INC., a Florida corporation ("Corporation"), filed with the Secretary of State on December 19, 1996, Charter Number P96000102321, be, and they are hereby, amended as shown below:

- A. ARTICLE I., CORPORATE NAME, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The name of the Corporation is MEDICAL MANAGEMENT INTEGRATED SERVICES, INC.

- B. ARTICLE III., CAPITAL STOCK, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

- C. ARTICLE VII., BOARD OF DIRECTORS, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than one (1) director. He Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of one (1) director. Directors are not required to be shareholders of the Corporation.
2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The initial Board of Directors shall consist of one (1) Director. The name and address of the initial Director is:

Mr. James Ekbatani
1441 S.E San Souci Lane
Port St. Lucie, Florida 34952

- D. ARTICLE IX., INDEMNIFICATION, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith in a manner which he reasonably believed to be in, or not opposed to the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.
2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Paragraph 1, above, or in defense of any claim issue or matter therein, he shall be indemnified

against expenses (including attorney's fees and appellant attorney's fees) actually and reasonably incurred by hi in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officers, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.
4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
5. Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status a such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

E. ARTICLE X. , BYLAWS , of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

The first Bylaws shall be adopted by the Board Directors and may be altered, amended or rescinded by the Directors and/or Shareholders in the manner provide by the Bylaws.

F. ARTICLE XI., AMENDMENTS, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

Amendments of these Articles of Incorporation shall be made in the following manner, except as otherwise provided by law:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of the Shareholders, which may be either the annual or a special meeting. If no other share shares been issued, the amendment shall be adopted by a vote of the majority of the Directors and the provisions for adoption by Shareholders shall not apply.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Shareholder of record entitled to vote thereon within the time and in the manner provided by Florida Statutes, Section 607, for the giving of notice of meetings of Shareholders. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the Shareholders, entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.
4. Any number of amendments may be submitted to the Shareholders and voted upon by them at any one meeting.
5. If all of the Directors and all of the Shareholders of the Corporation, eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth above had been satisfied.
6. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.
7. Articles of Incorporation shall be prepared and shall be executed by the Corporation by its President or Vice president and by its Secretary or an Assistant Secretary, and acknowledged by one of the officers signing the Articles, and shall set forth:
 - A. The name of the Corporation.
 - B. The amendment so adopted.
 - C. The date of the adoption of the amendment by the shareholders or by the Board of Directors when no shares have been issued.

D. If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and in the manner in which the same shall be affected is not set forth within the amendment, then a statement of the manner in which the same shall be affected.

8. If the amendment is made by the Incorporation or Director(s) before the issuance of any shares, the Articles of Amendment shall be executed by the Incorporator or Director(s), as the case may be, and shall set forth:

A. The name of the Corporation.

B. The amendment so adopted and the date of the adoption.

C. A statement that the amendment is made by the Incorporator or Director(s) before the issuance of any shares.

9. The Articles of Amendment shall be delivered to the Department of State of the State of Florida. Upon the filing of the Articles of Amendment by the Department of State, the amendments shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly."

2. The foregoing Amendments was adopted by a Corporate Action by all the Directors of this Corporation, effective as of March 12, 1997. Shareholder action was not required for these amendments.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment as of March 14, 1997.

RICHMAN GROUP TC, INC.

By: 
JIM EKBATANI, Director

(ACKNOWLEDGMENT FOLLOWS)

Acknowledgment

STATE OF FLORIDA)
) SS:
COUNTY OF PORT ST. LUCIE)

The foregoing instrument was acknowledged before me this 21 day of March, 1997, by Jim Ekbatani, Director of Richman Group TC, a Florida corporation, on behalf of the corporation. He is personally known to me.

Patricia Ann Casano
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 8/25/00 (Notary Seal)

