

P96000011659

Pennington Law Firm
Ben H. Wilkerson
(Requestor's Name)
215 S. Monroe St.
(Address)
Tallahassee, FL 32301
(City, State, Zip)

(Phone #) 222-3533
MHN: (Carson)

OFFICE USE ONLY

100001708991
-02/07/96--01008--005
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Meridian Consulting, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

95 FEB -7 AM 9:33

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Call when Ready
2/7/96

Examiner's Initials

FILED
95 FEB -7 PM 5:33
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
MERIDIAN CONSULTING, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be MERIDIAN CONSULTING, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of health and insurance business and regulatory compliance consulting, and shall have all powers relating thereto, and for all other businesses or purposes which are lawful under the laws of the State of Florida and shall have all powers available to effectuate such purposes including powers provided by law.

ARTICLE III

Agent

The registered agent of this Corporation shall be Ben H. Wilkinson. The address of the registered agent shall be 215 South Monroe Street, 2nd Floor, Tallahassee, FL 32301.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 215 South Monroe Street, 2nd Floor, Tallahassee, FL 32301.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of \$.10 par value common stock.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one director (1) nor more than seven (7). The number of directors may be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
John F. Black, III	3665 Dwight Davis Drive Tallahassee, Florida 32312
Sharon N. Jacobs	3076 Bellgrove Road Tallahassee, Florida 32308
Ben H. Wilkinson	215 S. Monroe Street, 2nd Floor Tallahassee, Florida 32301

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Ben H. Wilkinson, 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301.

ARTICLE X

Officers

The officers of the Corporation shall be a President,

Secretary-Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	John F. Black, III 3665 Dwight Davis Drive Tallahassee, FL 32312
Secretary-Treasurer	Sharon N. Jacobs 3076 Bellgrove Road Tallahassee, FL 32308

ARTICLE XI

Indemnification

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 completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the

necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, 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, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The 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, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 6 day of February, 1996, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.



Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Ben H. Wilkinson and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 14th day of February, 1996.



MARY CARSON DURRANCE
MY COMMISSION # CC430047 EXPIRES
December 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC

Mary Carson Durrance
NOTARY PUBLIC - STATE OF FLORIDA

Mary Carson Durrance
PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me _____
or produced the following identification: _____

G:\Users\Jodi\Forms\Articles, Inc

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

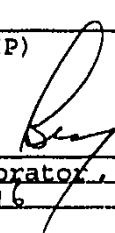
1. The name of the corporation is: MERIDIAN CONSULTING, INC.

2. The name and address of the registered agent and office is:

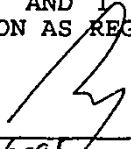
Ben H. Wilkinson
(NAME)

215 South Monroe Street, 2nd Floor
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

SIGNATURE 
TITLE Incorporator, Ben H. Wilkinson
DATE 2-6-96

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE 2-6-96
REGISTERED AGENT FILING FEE: \$35.00