

JOHN CLARK ADAMS, P.A.

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SUITE 302  
CORAL GABLES, FLORIDA 33134

LL.M. IN TAXATION

TELEPHONE: (305) 448-9022  
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P97000057414

June 25, 1997

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

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-06/30/97--01043--009  
\*\*\*\*122.50 \*\*\*\*122.50

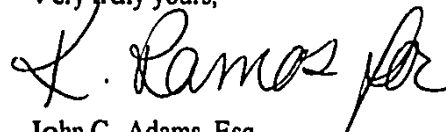
Re: Integrated Managed Care Solutions, Inc.

Dear Sir or Madam:

I have enclosed an original and a copy of the Articles of Incorporation together with a check in the amount of \$122.50. If further information is require you may contact me at (305) 448-9022.

Thank you for your attention to this matter.

Very truly yours,



John C. Adams, Esq.

JCA/kr  
Enclosures

cc: Julianne Buono  
Elaine Leslie

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## **ARTICLES OF INCORPORATION**

### **ARTICLE I -- EXECUTION**

Undersigned hereby execute and acknowledge these Articles of Incorporation, in order to organize and incorporate a business for Profit, under the Corporate name and at the initial business address:

**Integrated Managed Care Solutions, Inc.  
412 Zamora Avenue, Coral Gables, 33134**

### **ARTICLE II -- PURPOSES AND OBJECTS**

The Corporation is formed, pursuant to the Florida General Incorporation Act and for the purposes or objects of doing any and all things not contrary to the laws of the United States of America and the State of Florida. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

### **ARTICLE III -- DURATION**

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation, provided that all of the requirements of the law are met.

### **ARTICLE VI -- REGISTERED OFFICE - AGENT**

The name of the Registered Agent is Julianne T. Buono and the street address of the Registered Office is 412 Zamora Avenue, Coral Gables, Florida 33134.

### **ARTICLE V -- NUMBER OF DIRECTORS**

The number of directors constituting the initial Board of Directors, if any, are two. The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

## **ARTICLE VI -- SHARES**

The number of authorized shares are one thousand, No Par Value shares and the class of shares which are authorized are common, voting.

## **ARTICLE VII -- INCORPORATORS AND DIRECTORS**

The name and address of each Incorporator are:

1. Julianne T. Buono  
412 Zamora Avenue  
Coral Gables, Florida 33134
2. Elaine J. Leslie  
34 Andros Road  
Key Largo, Florida 33037

The name and address of each Member of the initial Board of Directors are:

1. Julianne T. Buono  
412 Zamora Avenue  
Coral Gables, Florida 33134
2. Elaine J. Leslie  
34 Andros Road  
Key Largo, Florida 33037

The name and address of each Officer of the Corporation are:

1. Julianne T. Buono, President  
412 Zamora Avenue  
Coral Gables, Florida 33134
2. Elaine J. Leslie, Vice President  
34 Andros Road  
Key Largo, Florida 33037
3. Ralph R. Leslie, Secretary/Treasurer  
34 Andros Road  
Key Largo, Florida 33037

## **ARTICLE VIII -- BROADEST POWERS; INCORPORATION BY REFERENCE**

The Corporation shall have the broadest powers to do any and all things necessary, suitable, covenant, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all powers now or hereafter conferred, by the law of this State, upon Corporations incorporated hereunder.

## **ARTICLE IX -- INDEMNIFICATION**

The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

## **ARTICLE X - GENERAL**

A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares.

B. Cumulative voting shall not be permitted.

## **ARTICLE XI -- ACCEPTANCE BY REGISTERED AGENT**

The Individual named Julianne T. Buono agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in some conspicuous place in the Registered Office, as required by Law.

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ARTICLE XII -- SPECIAL PROVISIONS

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Special Provisions are stated as follows: There are no special provisions.

Julianne T. Buono  
Julianne T. Buono  
Incorporation

Elaine J. Leslie  
Elaine J. Leslie  
Incorporation


Acceptance as Registered Agent  
Julianne T. Buono  
Julianne T. Buono

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on this 25<sup>th</sup> day of June, 1997 by Julianne T. Buono and Elaine J. Leslie, who are personally known to me and who did take oath.

K. Ramos  
Notary Public

My Commission expires: 4/20/2001

 Kassandra Ramos  
My Commission Expires  
Expires April 20, 2001  
CC040213