

Document Number Only

5  
**P98000020348**

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002442662-7  
-02/27/98-01050-030  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

HMS, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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K. Rolfe MAR 4 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 27, 1998

CT CORPORATION SYSTEM  
660 EAST JEFFERSON STREET  
TALLAHASSEE, FL 32301

SUBJECT: HMS, INC.  
Ref. Number: W98000004450

*New HMS, Inc.*

We have received your document for HMS, INC.. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 098A00011182

*Please*  
*back-date*  
DIVISION OF CORPORATION  
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**ARTICLES OF INCORPORATION**

**OF**

**NEW HMS, INC.**

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98 FEB 27 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is NEW HMS, INC.

**SECOND:** The street address and mailing address of the principal office of the corporation is 400 Sawgrass Corporate Parkway, Sunrise, Florida 33325.

**THIRD:** The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 dollars each and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is c/o CT Corporation System, 1200 Pine Island Road, Plantation, Florida 33324.

The name of the initial registered agent of the corporation at the said registered office is CT Corporation System.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and address of the incorporator are:

Frederick P. Callori  
Lane Altman & Owens LLP  
101 Federal Street  
Boston, MA 02110

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities,

or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or any be reissued if the same have been reacquired and if their reissue is not prohibited, an any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any holder.

**SEVENTH:** The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

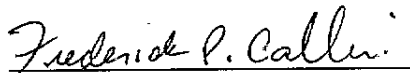
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any an all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity as to action in another capacity while holding such office, and 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 a person.

**TENTH:** The corporate existence of the corporation shall begin on February 27, 1998.

Signed on February 27, 1998.

  
Frederick P. Callori  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CT CORPORATION SYSTEM

By: Patricia A. Canario

**PATRICIA A. CANARIO,**  
SPECIAL ASSISTANT SECRETARY

Date: February 26, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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