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TRANSMITTAL LETTER

August 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

SUBJECT: CORRECTIONAL HEALTHCARE CONSULTANTS, INC.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the Filing Fee, Certified Copy and Certificate of Status.

EFFECTIVE DATE
08/15/00

From:

Michael R. Harris
2004 Alton Road
Leon County
Tallahassee, FL 32303
(850) 488-6729

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
of
CORRECTIONAL HEALTHCARE CONSULTANTS, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

CORRECTIONAL HEALTHCARE CONSULTANTS, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The principal place of business of this corporation is:

**110 Parkview Ct.
Port St. Joe, FL 32456**

The initial mailing address of this corporation is:

**2004 Alton Road
Tallahassee, Florida 32303**

ARTICLE III
PURPOSE

The purpose of this corporation is to engage in any lawful activity permitted by the laws of the State of Florida including, but not limited to, operating a consulting and management information company, engaging in consulting, management advice, assessment and analysis of physical and mental health care issues, review and analysis of health care records, preparation of recommendations and reports and other health care related professional services. The corporation may also engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever as determined by the Board of Directors and or Officers.

ARTICLE IV
SHARES

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having no par value per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
INITIAL OFFICERS/DIRECTORS

The names and residence addresses of the persons constituting the initial Officers and Board of Directors are:

President

Kaye B. Harris
2004 Alton Road
Tallahassee, FL 32303

Directors:

Kaye B. Harris
2004 Alton Road
Tallahassee, FL 32303

Secretary-Treasurer

Michael R. Harris
2004 Alton Road
Tallahassee, FL 32303

Michael R. Harris
2004 Alton Road
Tallahassee, FL 32303

After the initial Board of Directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Michael R. Harris
2004 Alton Road
Leon County
Tallahassee, FL 32303
(850) 385-9872

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Michael R. Harris
2004 Alton Road
Leon County
Tallahassee, FL 32303
(850) 385-9872

ARTICLE VIII
GENERAL POWERS

This corporation shall have power:

- (a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.
- (c) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida, within or without the state.
- (h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (i) To make and alter bylaws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (j) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (k) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (l) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (m) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (n) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IX

LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI
OTHER PROVISIONS

Preemptive Rights. This corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE XII
EXISTENCE OF CORPORATION

This corporation shall begin existence on August 15, 2000, and shall have perpetual existence.

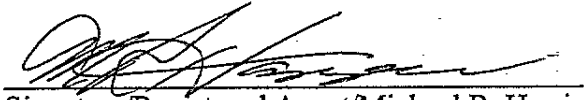
Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Michael R. Harris, Incorporator
2004 Alton Road
Tallahassee, FL 32303

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent/Michael R. Harris

8/14/00
Date

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, on this 14th day of August, 2000, personally appeared Michael R. Harris to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.

Irene Watson
Notary Public

My commission expires:

Irene Watson
MY COMMISSION # CC726856 EXPIRES
July 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

