

P0100001/4420

LAW OFFICES

M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

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MEMBER OF  
FLORIDA AND GEORGIA BAR

OF COUNSEL

KEVIN M. LYONS

CARL G. SANTANGELO

November 13, 2001

FILED  
01 NOV 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

100004698021--4  
-11/29/01--01039--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **MANAGED HEALTH CARE ASSOCIATES OF SOUTH FLORIDA, INC.**

Dear Sir:

Enclosed please find Articles of Incorporation of MANAGED HEALTH CARE ASSOCIATES OF SOUTH FLORIDA, INC., together with our check in the amount of \$78.75, representing:

|                              |                |
|------------------------------|----------------|
| Filing Fee                   | \$35.00        |
| Registered Agent Designation | \$35.00        |
| Certified copy of Articles   | <u>\$ 8.75</u> |
| <b>TOTAL:</b>                | <b>\$78.75</b> |

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj  
Enclosures

J. BRYAN DEC - 4 2001

ARTICLES OF INCORPORATION  
OF  
**MANAGED HEALTH CARE ASSOCIATES OF SOUTH FLORIDA, INC.**

FILED  
01 NOV 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: **MANAGED HEALTH CARE ASSOCIATES OF SOUTH FLORIDA, INC.**

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 1749 N.E. 26<sup>th</sup> Street, Fort Lauderdale, Florida 33305.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: TWO (2).

The names and addresses of the Directors who will serve on the initial Board of Directors are:

**MEIMEE YUEN**  
**MEIMEE YUEN**  
**MEIMEE YUEN**

President  
Secretary  
Treasurer

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: **JAMES NOLAN**.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: 1,000 at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 13 day of November, 2001.

  
\_\_\_\_\_  
**JAMES NOLAN**, Subscriber

STATE OF FLORIDA       )  
                                  )SS.:  
COUNTY OF BROWARD   )

The foregoing instrument was acknowledged before me this 13 day of November, 2001, by **JAMES NOLAN**, to be known to be the person

described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of November, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.: **MANAGED HEALTH CARE ASSOCIATES OF SOUTH FLORIDA, INC.** organized under the laws of the State of Florida, with its principal office at: 1749 N.E. 26th Street Ft. Lauderdale, FL has named M. DANIEL HUGHES as its Agent to accept service of process.

NEWLY ELECTED OFFICERS:

ADDRESS:

**MEIMEE YUEN** - President

1749 N.E. 26th Street  
Fort Lauderdale, FL 33305

**MEIMEE YUEN** - Secretary

1749 N.E. 26th Street  
Fort Lauderdale, FL 33305

**MEIMEE YUEN** - Treasurer

1749 N.E. 26th Street  
Fort Lauderdale, FL 33305

  
\_\_\_\_\_  
**JAMES NOLAN**

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
**M. DANIEL HUGHES**

**FILED**  
**01 NOV 29 AM 11:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**