

P95000012311

Office of the Secretary of State
Divisions of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

RECEIVED
FEB 10 1995

Re: Case Management Alternatives, Inc.

Dear Sir:

EFFECTIVE DATE
2-7-95

Enclosed please find the original and one copy of the Article of Incorporation, which includes the designation of the registered agent, together with my check in the amount of \$122.50 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgement to:

Case Management Alternatives, Inc.
1725 Blanding Blvd. Suite 106
Jacksonville, Florida 32210

Robert L. Hargrett

FILED
FEB 10 AM 10:03
STATE
FLORIDA

FEB 14 1995

ARTICLES OF INCORPORATION
OF
CASE MANAGEMENT ALTERNATIVES, INC.

FILED
\$5 FEB 19 1963
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the corporation is CASE MANAGEMENT ALTERNATIVES, INC., located at 1725 Blanding Boulevard, Suite 106, Jacksonville, Florida 32210.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Commencement of Corporation Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transfer any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Stock Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expend this Article and which may also include the Corporation as a party.

EFFECTIVE DATE
2-7-65

Article 7. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to other, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock into or exchangeable for any stock of the Corporation of any class or classes, or to which it is attached or pertinent any warrant or warrants for other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1725 Blanding Boulevard, Suite 106, Jacksonville, Florida 32210 and the name of its initial Registered Agent at that address is Aubrey L. Nugent.

Article 9. Incorporators. The name and address of each Incorporator is as follows:

Aubrey L. Nugent
1725 Blanding Boulevard
Suite 106
Jacksonville, Florida 32210

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

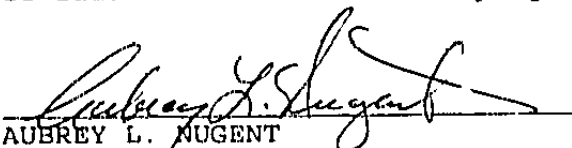
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

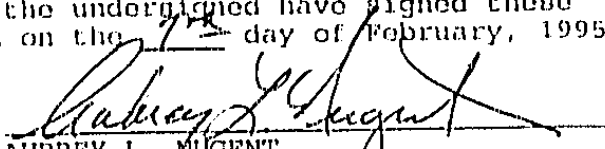
First - CASE MANAGEMENT ALTERNATIVES, INC., desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation at
the City of Jacksonville, County of Duval, State of Florida, has
named Aubrey L. Nugent, located a 1725 Blanding Boulevard, Suite
106, Jacksonville, Florida 32210, County of Duval, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.


AUBREY L. NUGENT

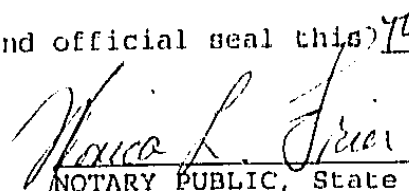
IN WITNESS WHEREOF, the undersigned have signed these
Articles of Incorporation on the 7th day of February, 1995.


AUBREY L. NUGENT

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared, AUBREY L. NUGENT, to me well
known and known before me to be the persons described in and who
executed the foregoing Articles of Incorporation and acknowledged
to and before me that he executed said instrument for the
purposes therein expressed.

WITNESS my hand and official seal this 7th day of
February, 1995.


NOTARY PUBLIC, State of Florida

My Commission Expires: 4/13/96



"OFFICIAL SEAL"
Notary Public
State of Florida
Commission Expires 4/13/96

FILED
95 FEB 10 11:03
STATE
OF FLORIDA