

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELEFAX (305) 374-4890

P95000024383

March 24, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

Re: Articles of Incorporation
Medicaid Software Solutions, Inc.

600001440466
-03/27/95--01063--002
****122.50 ****122.50

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Medicaid Software Solutions, Inc., along with a check in the amount of \$122.50. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

Thomas R. Spencer, Jr.

TRS/caj

FILED
MAR 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Medicaid Software Solutions, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Medicaid Software Solutions, Inc., and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Thomas R. Spencer, Jr., Esq.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is One (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name: Thomas R. Spencer, Jr.
Address: Suite 1901
801 Brickell Avenue
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Thomas R. Spencer, Jr.

INDEMNIFICATION

Executed by the undersigned on the 24th day of
March, 1995.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

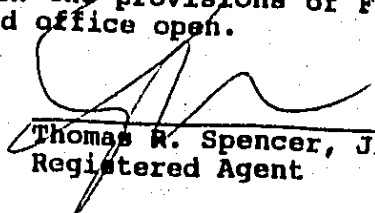
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of March, 1995.

Gregory A. Ward

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Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Thomas R. Spencer, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA