

095000030235

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
95 APR 19 PM 3:01
TALLAHASSEE, FL 32301

AB 4/19/95

RE: Managed Health
Care Services, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservallon		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Fila No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

300001459503

-04/18/95--01072--013

****122.50 ****122.50

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY PAK

WALK-IN
Will Pick Up 4-18-95

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

MANAGED HEALTH CARE SERVICES, INC.

FILED

95 APR 18 PM 31

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **MANAGED HEALTH CARE SERVICES, INC.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to provide administrative support services to physicians, health care organizations, hospitals and related entities, and to further assist such entities with management, collections and any other related business services. To buy, sell, lease, trade or otherwise acquire and/or dispose of real or personal property or both. To otherwise engage in any transaction, act, enterprise, business or businesses expected to bring profit, goodwill, or other benefit or advantage to the corporation, and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 2872 Winding Oak Lane, West Palm Beach, Florida 33414.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The names and addresses of the initial Board of Directors are:

WESLEY L. BICKEL
2872 Winding Oak Lane
West Palm Beach, Florida 33414

ARTICLE IX

The name and address of the Incorporator signing these

Articles is:

H. BRYANT SIMS, ESQUIRE
7301 South Dixie Highway
West Palm Beach, Florida 33405

ARTICLE X

The Officers of the Corporation shall be:

WESLEY L. BICKEL - PRESIDENT, VICE PRESIDENT,
SECRETARY AND TREASURER

ARTICLE XI

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

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of April, 1995.

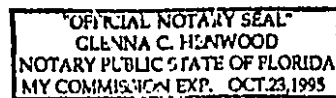

H. BRYANT SIMS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, H. BRYANT SIMS, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 17th day of April, 1995.

Glenna C. Henwood
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



PERSONALLY KNOWN _____ OR PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE

FILED
55 APR 18 PM 3:31
NOTARY PUBLIC STATE OF FLORIDA