

P96000014430

MANUEL ZAIAC
ATTORNEY AT LAW

SUITE 2350 ONE CENTRUST FINANCIAL CENTER
100 SOUTHEAST 8TH STREET
MIAMI, FLORIDA 33131
TELEPHONE 358-4880
FAX 374-8007

February 9, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Florida 32301

400001712784
-02/13/96--01001--020
****122.50 ****122.50

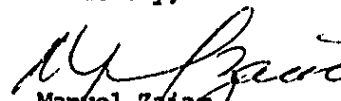
Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of
MANAGED ACCESS, INC.

Also enclosed is a check in the sum of \$ 122.50 to cover charter tax,
filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


Manuel Zaiac

Mz:Ada

encs.

FEB 13 1996

FILED
96 FEB 12 PM 2:40
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MANAGED ACCESS, INC.

FILED

96 FEB 12 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is:

MANAGED ACCESS, INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

Medical case coordination ; utilization and review of medical claims
sub contracting and/or distributing pharmaceutical products and any
other related activities.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares
of One 00/100 Dollar (\$ 1:00) par value common
stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed
ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for
the election of directors and for all other purposes shall be vested exclusive-
ly in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he already

holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

874 W. 47th Street
Miami Beach, Fla 33140

and the name of the initial registered ^{resident} agent of this corporation at that address is:

Jeri Zaiac

Article VIII - Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Jeri Zaiac
874 W 47th Street
Miami Beach, Fla 33140

Stette Dimasacio
874 W 47th Street
Miami Beach, Fla. 33140

Article IX - Incorporator

The name and address of the person signing these articles is:

Jeri Zaiac
874 W 47th Street
Miami Beach, Fla 33140

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT MANAGED ACCESS INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami Beach
(CITY)

STATE OF Florida HAS NAMED Jeri Zaire
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 874 W. 47th Street
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Miami Beach, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Jeri Zaire
(CORPORATE OFFICER)

TITLE President

DATE January 9, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Jeri Zaire
(RESIDENT AGENT)

DATE Jan 9, 1996

FILED
96 FEB 12 PM 2:40
CLERK OF STATE
JUDICIAL CIRCUIT IN FLORIDA