



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax: (302) 575-1346

P96000023260

March 4, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001749311
-03/19/96--01080--016
*****70.00 *****70.00

RE: Management Specialists, Inc.
P3279237MAMCC

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Management Specialists, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Corporate Service Representative

enc.

FILED
96 MAR 11 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
3/15/96

ARTICLES OF INCORPORATION
OF
Management Specialists, Inc.

FILED
96 MAR 11 AM 8:40
STATE
FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form, a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Management Specialists, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 3762 Kinsley Place, Winter Park, FL 32792.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 2 shares of \$.05 par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Dr. William McCallister 3762 Kinsley Place, Winter Park, FL 32792
Janna McCallister 3762 Kinsley Place, Winter Park, FL 32792

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 4th day of March, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of March, 1996 by Kimberly Andras.

NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994

Term 2 Years

Notary Public


This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Management Specialista, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Winter Park, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



Larry Wolfe

March 4, 1996
Date

FILED
96 MAR 11 AM 8:48
TALLAHASSEE, FLORIDA



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1146

April 25, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Management Specialists Inc.
9603113279237

FILED
96 MAY 3 PM 1:15
9603113279237
-05/16/96--01042--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Amendment, and our check(es) in the amount of \$35.00 for Management Specialists Inc.

Please file and return filed documents to my attention at your earliest convenience.

Please feel free to contact me directly at 1-302-575-0440, ext. 2208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andrus
Kimberly Andrus

enc.

RECEIVED
96 MAY -3 PM 3:44
DIVISION OF CORPORATIONS

N. HENDRICKS MAY 13 1996

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Management Specialists, Inc.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment:

FIRST: Amendment Adopted: The total authorized capital stock of the corporation shall be 2 shares of \$500.00 par value.

Amendment Adopted: The names and addresses of the initial directors are:

Dr. William McCallister and Jana McCallister, both of
3762 Kinsley Place, Winter Park FL 32792

SECOND: The date of each amendment's adoption is 4-15-96.

THIRD: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 15 day of April, 1996.

By: Jana McCallister