

### COMPANY CORPORATION

# Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 1980) • Telephone (302) 575-0440 • Lax: (302) 575-1346 P9600033260

March 4,

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.

#### ARTICLES OF INCORPORATION OF

Management Specialists, Inc.

FILED 96 MAR 11 AM 0: 48

The undersigned natural person(s), of the age of 21 or more, acting to form  $\delta(C_{ij}) = \frac{a_{ij}}{c_{ij}} \frac{\partial C_{ij}}{\partial C_{ij}}$  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 Janna McCallister

3762 Kinsley Place, Winter Park, FL 32792 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 Audkarm, GRIFFIN

NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994 Notary Public

Novem

Term 2 Years

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 Specialists, Inc.		desiring to	
organize under the laws of the state of Florida w	ith its principal place of business	located in	
the city of Winter Park	, State of Florida, has named l	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.

March 4, 1996 Date

### CORPORAT Three Christina Centre · • 201 N. Walmit Street · • Wilmington, Delaware 19801 · • Telephone (102) 575-0440 • Tax (102) 575-1446

April 25, 1996

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

RE:

Management Specialists Inc. 9603113279237

9000001825018 -05/16/96--01092--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.

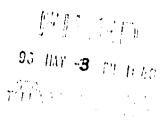
Please feel free to contact me directly at 1-302-575-0440, ext. 2208 with questions regarding the enclosed application.

Sincerely.

enc.

DIVISION OF CORPORATIONS

N. HENDRIGIOS MAY 1 3 1996



## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Managemen	t Specialists, Inc.		
TO THE PROVISIONS Cadopts the following Article	OF SECTION 607.1 s of Amendment:	100 <b>6, Fl</b> orid	a Statutes, this
Amendment Adopted: The Shall be 2 shares of \$500.00	e total authorized par value.	capital stoc	k of the
Amendment Adopted:	The names and a	iddresses o	f the initial
Dr. William McCallister at 3762 Kinsley Place, Winte	nd Jana McCalliste r Park FL 32792	r, both of	
The date of each amendm	ent's adoption is	4-15	76 .
The amendment was adopaction and shareholder antic	ted by the Board o	f Directors l.	without
15 day of Cips	ù	, 1996.	
Ву:_ <sup>(</sup>	Jan XMI	alia (a.	
	11		
	TO THE PROVISIONS Condopts the following Articles Amendment Adopted: The shall be 2 shares of \$500.00 p Amendment Adopted:  Dr. William McCallister ar 3762 Kinsley Place, Winter The date of each amendm The amendment was adopted action and shareholder action	Amendment Adopted: The total authorized shall be 2 shares of \$500.00 par value.  Amendment Adopted: The names and a control of the name of th	TTO THE PROVISIONS OF SECTION 607.1006, Florid adopts the following Articles of Amendment:  Amendment Adopted: The total authorized capital stoc shall be 2 shares of \$500.00 par value.  Amendment Adopted: The names and addresses of the shall be adopted:  Dr. William McCallister and Jana McCallister, both of 3762 Kinsley Place, Winter Park FL 32792  The date of each amendment's adoption is