

MICHAEL D. TANNENBAUM

Secretary of State

3101 PALM BEACH LAKES BLVD
SUITE 304
WEST PALM BEACH, FLORIDA 33411
Palm Beach County (407) 471-1400
Deerfield / Boca (954) 421-0025
Fax (407) 683-7651

April 11, 1996

P96000037413

Secretary of State
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Division of Corporations

RE: Managed Health Care Consultants, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 covering the following charges:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

FILED
MAY - 1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

*Mr. Tannenbaum
will call back
about another
name.*

*BR 4/18/96
10:20 AM*

Very truly yours,

hdb

MICHAEL D. TANNENBAUM

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****122.50 ****122.50

MDT/wg
Enclosures

*W96-859
PPC
5-1-96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1996

MICHAEL D. TANNENBAUM, ESQUIRE
2161 PALM BEACH LAKES BLVD
SUITE 304
WEST PALM BEACH, FL 33409

SUBJECT: MANAGED HEALTH CARE CONSULTANTS, INC.
Ref. Number: W96000008594

We have received your document for MANAGED HEALTH CARE CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 296A00018789

MICHAEL D. TANNENBAUM
Attorney at Law
2161 PALM BEACH LAKES BLVD
SUITE 304
WEST PALM BEACH, FLORIDA 33411
Palm Beach County (407) 471-1406
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FILED
96 MAY -1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25, 1996

Ms. Dana Farmer
Document Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

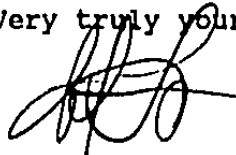
RE: Managed Health Care Consultants, Inc.
Ref. Number: W96000008594
Letter Number: 296A00018789

Dear Ms. Farmer:

In accordance with your letter of April 22, 1996 (copy attached), enclosed herewith is the original and one (1) copy of the Articles of Incorporation of National Health Care Consultants, Inc.

If you have any questions or need any additional information, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/wg
Enclosures

ARTICLES OF INCORPORATION
OF
NATIONAL HEALTH CARE CONSULTANTS, INC.

FILED
96 MAY -1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: NATIONAL HEALTH CARE CONSULTANTS, INC.

The address of the principal office of this corporation shall be 3915 Haverhill Road, Suite 119, West Palm Beach, Florida 33417, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3915 Haverhill Road, Suite 119, West Palm Beach, Florida 33417, and the name of the initial registered agent of the corporation at that address is Marc Kaufman.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

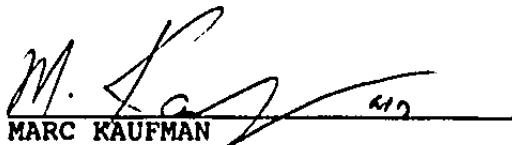
Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Marc Kaufman	3915 Haverhill Road, Suite 119 West Palm Beach, FL 33417
Marie MacDonell	3915 Haverhill Road, Suite 119 West Palm Beach, FL 33417
Marcia Forrest	3915 Haverhill Road, Suite 119 West Palm Beach, FL 33417

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals of this 5th day of April, 1996.


MARC KAUFMAN


MARIE MacDONELL


MARCIA FORREST

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, MARC KAUFMAN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MARC KAUFMAN

filcajt

FILED
96 MAY -1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA