

P96000053996

Document Number Only

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
CORPORATION(S) NAME

RECEIVED  
JUN 25 1996  
FBI - TAMPA  
\*\*\*\*\*

Core Management Resources, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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☒ Walk In

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☐ Call if Problem

☐ Will Wait

☐ After 4:30

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6/25/96

SAB  
6/25/96

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
Care Management Resources, Inc.

FILED  
03 JUL 21 11 20

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: Care Management Resources, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

Suite 300, 1500 Atlantic Boulevard, Key West, Florida 33040

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: One Hundred Thousand (100,000) at no par value

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>(n/a)</u>	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>(n/a)</u>	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

<u>(n/a)</u>	_____
_____	_____
_____	_____

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>(n/a)</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

(n/a)

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

(n/a)

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

(n/a)

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,  
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

John T. Lincoln  
Suite 308  
1500 Atlantic Boulevard  
Key West, Florida 33040

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Susan A. Neal  
Norma Valenzuela  
Judith Konestrick

1025 Vermont Avenue, Washington DC 20005  
1025 Vermont Avenue, Washington DC 20005  
1025 Vermont Avenue, Washington DC 20005

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 24<sup>th</sup> DAY OF June, 1996

Susan A. Neal  
SIGNATURE/TITLE

Susan A. Neal, Incorporator

Norma Valenzuela  
SIGNATURE/TITLE

Norma Valenzuela, Incorporator

Judith Konestrick  
SIGNATURE/TITLE

Judith Konestrick, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED 6/24, 19 96

BY A. D. Hamilton

A. D. Hamilton  
(TYPE NAME OF OFFICER)

Special Assistant Secretary  
(TITLE OF OFFICER)

P96000053996

Alan M. Schwartz

Attorney At Law

Suite 340  
9801 Broken Land Parkway  
Columbia, Maryland 21046

Telephone: (410) 290-8888 • Telecopier: (410) 290-8877

FILED  
96 NOV 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

October 10, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla. 32314

100001986001--3  
-10/25/96--01049--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find for filing Article of Amendment for Care Management Resources, Inc. I have also enclosed a check in the amount of Thirty-five and 00/100 Dollars (\$35.00) to cover the cost of filing.

Thank you for your assistance.

Sincerely yours,

*Alan M. Schwartz*  
Alan M. Schwartz

AMS:ssw  
Enclosures

*Amend*

VS NOV 14 1996



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 30, 1996

**ALAN M. SCHWARTZ**  
**9861 BROKEN LAND PKWY., SUITE 340**  
**COLUMBIA, MD 21046**

**SUBJECT: CARE MANAGEMENT RESOURCES, INC.**  
**Ref. Number: P96000053996**

We have received your document for CARE MANAGEMENT RESOURCES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 487-6909.

**Velma Shepard**  
**Corporate Specialist**

**Letter Number: 396A00049958**

ARTICLES OF AMENDMENT  
OF  
CARE MANAGEMENT RESOURCES, INC.

FILED  
96 NOV 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THIS IS TO CERTIFY THAT:

CARE MANAGEMENT RESOURCES, INC., a Florida corporation having its principal office in #308, 1500 Atlantic Boulevard, Key West, Florida 33040 (hereinafter called the "Corporation"), hereby certifies to the Florida Department of State that:

FIRST: The charter of the Corporation is hereby amended by striking in its entirety Article Third and by substituting in lieu thereof the following:

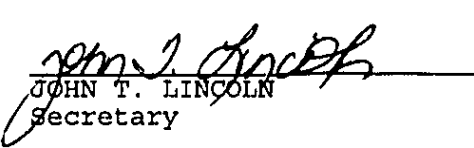
"THIRD: The Number of Shares the Corporation is authorized to issue is Five Hundred Thousand (500,000) at no par value."


SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the corporation on September 25, 1996.

IN WITNESS WHEREOF, CARE MANAGEMENT RESOURCES, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 25 day of September, 1996.

ATTEST:

CARE MANAGEMENT RESOURCES, INC.

  
JOHN T. LINCOLN  
Secretary

BY:   
MARTHA B. LEFFLER  
Vice-President

THE UNDERSIGNED, JOHN T. LINCOLN, President of CARE MANAGEMENT RESOURCES, INC., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation\* and further certifies that, to the best of his knowledge, information and belief, the matters are facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

\*on September 25, 1996

  
\_\_\_\_\_  
JOHN T. LINCOLN  
President



P96000053996



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 300235 5028257  
AUTHORIZATION : *Patricia P. Pugh*  
COST LIMIT : \$ 35.00

ORDER DATE : March 19, 1997

ORDER TIME : 8:49 AM

ORDER NO. : 300235

4000002228844---R

CUSTOMER NO: 5028257

CUSTOMER: Ms. Michelle H. Ancosky  
Magellan Health Services, Inc.  
3414 Peachtree Rd., N.e.  
Suite 1400  
Atlanta, GA 30326

CHANGE OF AGENT

NAME: CARE MANAGEMENT RESOURCES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

FILED  
97 JUL -3 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUL -3 AM 10:45  
DIVISION OF CORPORATION

713  
*Joy*  
*RA*  
*Chang*

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Care Management Resources, Inc.

1b. The mailing address of the corporation is: 3414 Peachtree Road, NE, Suite 1400

Atlanta GA 30326

1c. Date of incorporation: June 25, 1996 Document number: P96000053996

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 South Pine Island Road

Plantation, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Michelle H. Ancey  
(Signature of an officer, chairman or  
vice chairman of the board)

June 24, 1997

(Date)

Michelle H. Ancey, Asst. Secretary  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

By: Karen B. Rozar

(Signature of Registered Agent)

July 7, 1997

(Date)

If signing on behalf on an entity:

Karen B. Rozar

(Typed or Printed Name)

As Agent

(Capacity)