

P96000066672

ALLEN K. McCORMICK  
ATTORNEY AND COUNSELOR AT LAW  
817 NORTH ROLA DRIVE  
ORLANDO, FLORIDA 32801-2007

FAX  
(407) 843-8388

TELEPHONE  
(407) 488-3418

August 5, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
8.5.96

In Re: Jeffrey E. Cordone, Inc.

I enclose the original Articles of Incorporation for Jeffrey E. Cordone, Inc., that were signed today together with my Trustee check number 9719 in the sum of \$122.50 to cover your fees.

Please send the certified copy of the Articles of Incorporation to this office.

Please also send me 5 copies of the Corporations Statute (Chapter 607) and 3 copies of the Corporations: Not for Profit Statute (Chapter 617).

Thank you very much.

100001915391  
-08/07/96--01057--010  
\*\*\*\*122.50 \*\*\*\*122.50

Very truly yours,

*Allen E. McCormick*  
Allen E. McCormick

AKM/mm  
Enclosures

FILED  
56 AUG -7 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-12-96  
KR

ARTICLES OF INCORPORATION  
OF  
JEFFREY E. CORDONE, INC.

EFFECTIVE DATE  
8.5.96

FILED  
\$6 AUG -7 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be JEFFREY E. CORDONE, INC.

ARTICLE II  
PURPOSE

1. To engage in and transact the business of managed health care consulting and providing insurance services of all types.

2. To do all such other and further things as may be necessary and expedient to be done for the successful transaction of any business that this corporation may be allowed and authorized to carry on and to conduct.

3. This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

4. The foregoing clauses are to be considered both as objects and powers and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Florida Statutes, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III  
CAPITAL STOCK

The capital stock of the corporation shall consist of 5000 shares of common stock with a par value of \$1.00 per share. Such stock may be paid for in cash or property, labor or services at a just valuation to be fixed hereon by the incorporator of this corporation. Such stock shall possess and exercise exclusive voting rights. The stockholders of the corporation may from time to time issue the authorized stock of the corporation or any part hereof for such consideration as it may be deemed fairly equivalent to or in excess of the par value thereof. The common stock issued shall be "Fully paid and Nonassessable."

The stockholders may provide by an agreement among themselves for any limitation upon the transferability or assignment of the common stock of the corporation which may be reasonable and lawful and the conferring of pre-emptive rights of purchase upon the stockholders as conditions precedent to the sale of common stock of the corporation.

#### ARTICLE IV INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is \$500.00.

#### ARTICLE V COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin at the time of subscription and acknowledgment of these Article of Incorporation and the corporation shall have perpetual existence unless sooner dissolved by law.

#### ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located at 189 E. Morse Blvd., No. 22, Winter Park, Florida 32789, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary.

#### ARTICLE VII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This corporation will have no directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### ARTICLES VIII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 189 E. Morse Blvd., No. 22, Winter Park, Florida, and the name of the initial registered agent of this corporation at that address is Jeffrey E. Cordone.

ARTICLE IX  
SUBSCRIBERS

The name and post office address of the subscribers to the capital stock of the corporation and the number of shares they agree to take is as follows:

Jeffrey E. Cordone  
189 E. Morse Blvd.  
No. 22  
Winter Park, FL 32789

250 shares

Taryl Z. Cordone  
189 E. Morse Blvd.  
No. 22  
Winter Park, FL 32789

250 shares

ARTICLE X  
POWERS

In furtherance, but not in limitation of the powers conferred by statute, the corporation shall have and may exercise powers as follows:

1. If the bylaws so provide, the corporation shall have powers to hold meetings, either within or without the State of Florida, to have one or more offices in addition to the principal office in Florida and to keep the books of the corporation (subject to the provision of the statute) outside the State of Florida, at such places as may from time to time be designated by it.

2. Meetings of the stockholders may be held upon such notice thereof as may be set forth in the bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder from waiving notice of any meeting in such manner as may be provided by the statutes of the State of Florida and the bylaws of the corporation consistent therewith.

3. It shall not be necessary for any officer of the corporation other than the president to be a stockholder.

4. The annual meeting of the stockholders shall be held on such a day as may be fixed by the bylaws of the corporation and the date of such meeting may be changed from time to time as the bylaws may provide; and the manner of calling meetings of stockholders shall be fixed by the bylaws.

I, the undersigned, being one of the original subscribers and resident agent of the capital stock of JEFFREY E. CORDONE, INC., as herein set forth, do make and file this certificate, hereby declaring and certifying the facts stated herein are true.

IN WITNESS WHEREOF, I have herunto subscribed my name this  
5th day of August, 1996.

  
JEFFREY E. CORDONE

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned officer, duly authorized to take  
acknowledgments, personally appeared, JEFFREY E. CORDONE, as  
subscriber and resident agent, to me known to be the person  
described in and who executed the above Article of Incorporation of  
JEFFREY E. CORDONE, INC., and it having been made known to him the  
contents of said instrument, he severally acknowledged before me  
that he signed the same for the purposes expressed therein.

WITNESS my hand and official seal in the county and state last  
aforesaid this 5th day of August, 1996.

  
NOTARY PUBLIC

ALLEN K. MCCORMICK  
Notary Public, State of Florida  
My comm. expires Dec. 30, 1999  
CC No. 521577

**JEFFREY E. CORDONE, INC.**  
**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and  
responsibilities as registered agent for said corporation.

DATED this 5th day of August, 1996.

  
JEFFREY E. CORDONE  
Registered Agent

FILED  
96 AUG -7 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000066672



ACCOUNT NO. : 072100000032

REFERENCE : 404728 4724134

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 27, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 404728-005

CUSTOMER NO: 4724134

CUSTOMER: Ronald W. Black, Esq  
Ronald W. Black, Esq  
106 South Lake Avenue

Orlando, FL 32801

100002191591--2  
-05/27/97--01075--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: JEFFREY E. CORDONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 MAY 27 PM 1:45 97 MAY 27 11:40  
RECORDED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA

5/27  
Jon  
Name  
Change  
C.C.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
JEFFREY E. CORDONE, INC.

FILED  
97 MAY 27 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. Article I of the Articles of Incorporation of **JEFFREY E. CORDONE, INC.**, a Florida corporation (Charter No. P96000066672), is deleted and the following is inserted in its place:

ARTICLE I.

The name of the corporation shall be **MSA MANAGEMENT GROUP, INC.**

The foregoing Amendment was adopted by a unanimous vote of all of the Stockholders of this Corporation at a meeting duly called and held on May 23, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 23rd day of May, A.D. 1997.

  
Jeffrey E. Cordone, President

  
Taryl Z. Cordone, Secretary

STATE OF FLORIDA

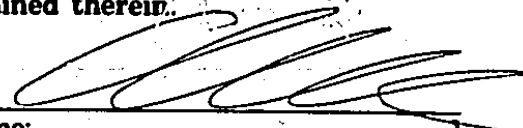
COUNTY OF ORANGE

The foregoing Articles of Amendment were acknowledged before me this 23rd day of May, A.D. 1997, by **JEFFREY E. CORDONE** and **TARYL Z. CORDONE**, who

- ☐ are each, personally known to the undersigned or  
☒ provided Florida driver's license Nos. C635-425-53-224-0 and C635-819-54-517-0, respectively, as identification,

and who did [not] take an oath, and they each acknowledged that they executed the foregoing instrument for the purposes contained therein.

(SEAL)

  
[Name: \_\_\_\_\_]  
Notary Public for the State of Florida  
RONALD W. BLACK  
Notary Public, State of Florida  
My comm. expires June 7, 1998  
Comm. No. CC380396  
Bonded thru Borgon & Johnson