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ADMITTED TO THE BAR, VIRGINIA  
WASHINGTON, D.C. & ILLINOIS

OF COUNSEL  
APPROVED BY THE VIRGINIA BAR

P9600081490

September 26, 1996

Florida Department of State  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

700001960147  
-10/01/96--01002--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of: Keys Managed Care, Inc.


To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Keys Managed Care, Inc.

Please file these Articles and return a certified copy to me. I have enclosed a check in the amount of \$122.50 to cover the filing fees.

Thank you in advance for your assistance. Should you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

  
Susan M. Cardenas

SMC:st  
Enclosure

cc: David H. Hart



FILED  
96 SEP 30 PM 3:23  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KEYS MANAGED CARE SERVICES, INC.**

**FILED**  
96 SEP 30 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

This is to certify that the undersigned does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and acts amendatory thereof, for the purposes and under the corporation hereinafter mentioned, and to that end, does, by these Articles of Incorporation, set forth the following:

**ARTICLE I**

The name of the corporation is KEYS MANAGED CARE SERVICES, INC.

**ARTICLE II**

The address of the initial registered offices of the corporation shall be 1325 White Street, Key West, Florida 33040, and the name of the initial registered agent for the corporation shall be David H. Hart, a resident of the State of Florida.

**ARTICLE III**

The mailing address of the corporation is 1325 White Street, Key West, Florida 33040, and the principal office of the corporation is 1325 White Street, Key West, Florida 33040.

#### **ARTICLE IV**

The nature of the business and the objects and purpose or purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. In addition, the corporation shall have the power to carry on business of any character that is not prohibited by law or required to be stated in the articles.

#### **ARTICLE V**

The total number of shares which this corporation is authorized to issue is 5000 shares of common stock with one dollar (\$1.00) par value for each share. Shareholders of the corporation shall have a preemptive right to purchase treasury or non issued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the Board of Directors.

#### **ARTICLE VI**

The initial Board of Directors of the corporation shall consist of one (1) person, and the name and address of the individual who is to serve as the sole director of the corporation is as follows:

David H. Hart  
1325 White Street  
Key West, FL 33040

#### **ARTICLE VII**

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF, I set my signature this 26th day of September, 1996.

David H. Hart

David H. Hart  
Incorporator  
1325 White Street  
Key West, FL 33040

**STATE OF FLORIDA:  
COUNTY OF MONROE:**

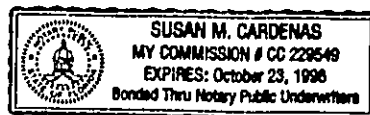
I, the undersigned Notary Public in and for the jurisdiction aforesaid do hereby certify that David H. Hart, whose name is signed to the foregoing Articles of Incorporation has acknowledged the same before me.

Given under my hand and seal this 26th day of September, 1996.

Susan M. Cardenas  
Printed Name of Notary

Susan M. Cardenas  
NOTARY PUBLIC

My Commission Expires:



**CONSENT OF REGISTERED AGENT**

I hereby certify that I, the undersigned David H. Hart, do accept and acknowledge that I am the Registered Agent, as defined in Florida Statutes, for the Florida corporation KEYS MANAGED CARE SERVICES, INC., and that the registered office at which I am a registered agent is 1325 White Street, Key West, Florida 33040, as designated in the foregoing Articles of Incorporation.

Signed and acknowledged at Key West, Florida, this 26th day of September, 1996.



David H. Hart  
Registered Agent

FILED  
96 SEP 30 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA