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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115438 4309962

AUTHORIZATION : *Patricia Pizits*

COST LIMIT : \$ 70.00

ORDER DATE : October 9, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 115438

CUSTOMER NO: 4309962

500001870665

CUSTOMER: Clifford E. Barnes, Esq
EPSTEIN, BECKER & GREEN
1227 25th St., N.W.

Washington, DC 200371156

DOMESTIC FILING

NAME: MANAGING MANAGED CARE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
96 OCT 10 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 10 AM 11:31
DIVISION OF CORPORATION
10-10-96
KR

ARTICLES OF INCORPORATION
OF
MANAGING MANAGED CARE, INC.

FILED
96 OCT 10 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Managing Managed Care, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 13047 Sand Wedge Court, Jacksonville, FL 32224.

The mailing address, wherever located, of the corporation is 5 Wilkeswood Drive, Wilkes-Barre, PA 18782.

THIRD: The number of shares that the corporation is authorized to issue is one thousand (1,000), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Clifford E. Barnes	1227 25th Street, N.W. Suite 700 Washington, D.C. 20024

SIXTH: Each share of the corporation shall entitle the holder hereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general consulting business in all its branches and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The name and address of the person constituting the initial Board of Directors of the Corporation is:

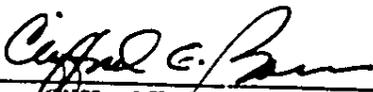
<u>Name</u>	<u>Address</u>
Larry Newman	5 Wilkeswood Drive Wilkes-Barre, PA 18782

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or

from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: The corporate existence of the corporation shall begin on October 11, 1996.

Signed on October 8, 1996


Clifford E. Barnes, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Sheila R. Hawkins, Assistant Secretary

Date: Oct 9, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA