

GENE H. HALL

Attorney at Law
200 East Robertson Street
Brandon, Florida 33511
(813) 685-1225

P960000 92609
October 14, 1996

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

2000019809212--7
-10/21/96--01012--018
***122.50 ***122.50

Re: American Management Consultants, Inc.

Dear Sir:

I enclose herewith Articles of Incorporation for American Management Consultants, Incorporated and a check for \$122.50 to cover filing fees for profit corporation, registered agent designation and certified copy of articles.

Thank you for your prompt attention to this matter.

Sincerely yours,

Gene H. Hall

Gene H. Hall
By: Elizabeth Coates

GHH/ec

Encls.

FILED
96 NOV -8 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
10/22/96
~~*WAL 22515*~~
502



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

GENE H. HALL
ATTORNEY AT LAW
209 EAST ROBERTSON STREET
BRANDON, FL 33511

SUBJECT: AMERICAN MANAGEMENT CONSULTANTS, INC.
Ref. Number: W96000022515

We have received your document for AMERICAN MANAGEMENT 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00048714

DOCUMENT AMENDED
& RETURNED HEREWITH
11/5/96

ARTICLES OF INCORPORATION
OF
AMERICAN MANAGEMENT CONSULTANTS INTERNATIONAL, INC.

FILED
95 NOV -8 AM 10:07
TALLAHASSEE STATE
FLORIDA

GENE H. HALL, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

AMERICAN MANAGEMENT CONSULTANTS INTERNATIONAL, INC.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The Corporation is organized for the purpose of engaging in all phases of management consulting, specializing in, but not necessarily limited to healthcare, and engaging in any activities permitted under the laws of the United States and the State of Florida. The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of all purposes and objectives enumerated in its Articles of Incorporation, or any amendment thereof, or

necessary or incidental to the benefit or protection of the Corporation; and in addition to the powers herein enumerated, have any and all rights, powers and privileges which are, or can be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE IV

CAPITAL STOCK

The capital stock of the Corporation shall be divided into 750 shares of common stock, with a par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 8324 West Drive, Wesley Chapel, Florida 33544, and the name and address of the initial Registered Agent of the Corporation is GENE H. HALL, ESQUIRE, 209 East Robertson

Street, Brandon, Florida 33511.

ARTICLE VI

DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

1. BRUCE R. HAMMOND, 8324 West Drive, Wesley Chapel,
Florida 33544
2. JUNE C. HAMMOND, 8324 West Drive, Wesley Chapel,
Florida 33544
3. JEFFREY M. ANDERSON, 16017 Glen-Haven Drive, Tampa,
Florida 33618

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the by-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

GENE H. HALL, ESQUIRE, 209 East Robertson Street, Brandon,

Florida 33511.

ARTICLE VIII

SHAREHOLDER'S RIGHT TO PURCHASE STOCK

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

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this Corporation. The remaining shareholders of this Corporation shall have thirty (30) days from the date of notification in writing that a shareholder wishes to sell or dispose of his or her capital stock in which to purchase the same at a purchase price equal to the offered price for such capital stock by any prospective purchasers.

ARTICLE IX

INITIAL SHAREHOLDERS

Shares of capital stock of this Corporation shall be initially to the following persons and in the amounts set opposite their names:

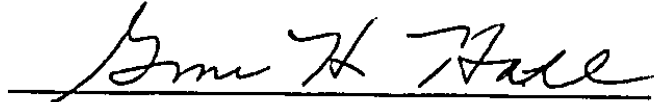
BRUCE R. HAMMOND	Forty (40) shares
JEFFREY M. ANDERSON	Forty (40) shares
JUNE C. HAMMOND	Twenty (20) shares

ARTICLE X

SELECTION OF OFFICERS

All officers, agents, and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the by-laws or deemed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Brandon, Florida, on the 4th day of November, 1996.



GENE H. HALL, ESQUIRE

Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 NOV -8 AM 10:07

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH CHAPTER 607 of the FLORIDA STATUTES
AND SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT AMERICAN MANAGEMENT CONSULTANTS INTERNATIONAL, INC.,
desiring to organize or qualify under the laws of the State
of Florida, with its initial principal office at 8324 West Drive,
Wesley Chapel, Florida 33544, has named GENE H. HALL, ESQUIRE,
of 209 East Robertson Street, Brandon, Florida 33511, as its
agent to accept service or process within Florida.

Gene H. Hall
Incorporator: GENE H. HALL, ESQUIRE
4 November 96
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Gene H. Hall
Registered Agent
GENE H. HALL, ESQUIRE
4 November 96
Date

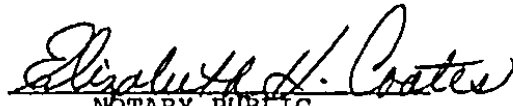
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared GENE H. HALL, ESQUIRE, who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, who subscribed to the above Certificate naming registered agent for service of process, and who subscribed to the acceptance of his designation as registered agent, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Brandon, in the said County and State this 4th day of November, 1996.

My Commission Expires:


NOTARY PUBLIC
ELIZABETH H. COATES



OFFICIAL SEAL
Elizabeth H. Coates
My Commission Expires
May 10, 1997
Comm. No. CC 285362