

P97000027698

March 21, 1997

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


200002121842--3  
-03/24/97--01122--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Magellan Human Resources, Inc. Please register and provide me with an executed copy of same. Enclosed is a check for \$122.50 covering the State's fees and a self-addressed Airborne airway bill for use in returning the Articles.

Please call me at (305) 592-9412 if you have any questions.

Sincerely,

  
Richard A. Garcia  
Incorporator  
Magellan Human Resources, Inc.

1200 NW 78th Ave  
Ste 403  
Miami, FL 33126

FILED  
97 MAR 24 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

789, 612, 706, 671  
-7099-7099

B. REGISTER MAR 27 1997

ARTICLES OF INCORPORATION  
OF  
Magellan Human Resources, Inc.

FILED  
97 MAR 24 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is Magellan Human Resources, Inc. and its principal place of business is 1200 N.W. 78<sup>th</sup> Avenue, Suite 403, Miami, Florida 33126.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 7500 Shares of Common Stock of One Dollar (\$1.00) par value each,

distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: Richard A. Garcia, 1200 N.W. 78<sup>th</sup> Avenue, Miami, Florida 33126.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Garcia	2997 N.W. 97 <sup>th</sup> Court Miami, Florida 33172

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Richard A. Garcia, 2997 N.W. 97<sup>th</sup> Court, Miami, Florida 33172.

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation

places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.


5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 20th day of March, 1997.

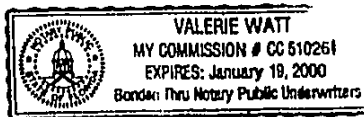
STATE OF FLORIDA )  
 ) SS.  
COUNTY OF Dade )

BEFORE ME, the undersigned authority, personally appeared Richard A Garcia, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 20<sup>th</sup> day of March, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



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

---

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

Magellan Human Resources, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Dade, State of Florida has named Richard A. Garcia, as its agent, whose address 1200 N.W. 78th Avenue, #403, Miami, Florida 33172 to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By: 

ARTICLES

FILED  
97 MAR 24 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA