

CHS P97 0000 78355

July 31, 1997

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*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of Centerpoint Healthcare Management Services, Inc.

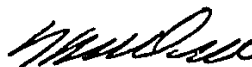
Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation with reference to the above corporation and the original Certificate of Designation of Resident Agent together with our check in the amount of \$70.00 to cover the following fees:

Filing Fee	35.00
Registered Agent Fee	35.00
	<u>\$ 70.00</u>

Please file the original and return the stamped copy of the Articles to me

Very truly yours,



Kestutis A. Duda
Incorporator

FILED
91 SEP -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. CHAMBER

AUG 10 1997

Centerpoint Health Systems, Inc.

231 MARKET PLACE - STE. 303, SAN RAMON, CALIFORNIA 94583, (510) 837-3644, FAX (510) 837-3776

ARTICLES OF INCORPORATION
OF
CENTERPOINT HEALTHCARE MANAGEMENT SERVICES, INC.

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is Centerpoint Healthcare Management Services, Inc.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of engaging in any lawful business or activity
permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one million shares of common stock of one dollar
(\$1.00) par value per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 360 Central Avenue,
Suite 1705, St. Petersburg, Florida 33701, and the name and address of the initial registered agent
is Graeme H. Smith, 360 Central Avenue, Suite 1705, St. Petersburg, Florida 33701.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at 231 Market Place, Suite
363, San Ramon, California 94583.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one to five directors. Initially, the corporation shall have one director, the name and address of whom is as follows:

KESTUTIS A. DUDA

231 Market Place, Suite 363
San Ramon, California 94583

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator signing these Articles is:

KESTUTIS A. DUDA

231 Market Place, Suite 363
San Ramon, California 94583

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by:

Kestutis A. Duda

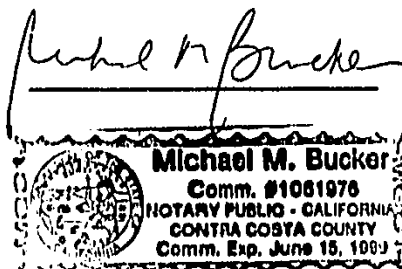
DATE 9-4-97

STATE OF CALIFORNIA)
COUNTY OF CONTRA COSTA)

Before me, the undersigned Notary Public in and for the State of California at large, personally appeared KESTUTIS A. DUDA to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, being duly sworn, acknowledged that he executed the same for the uses and purposes herein expressed.

4 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this
day of SEPT, 1997.

My Commission Expires: 6-15-99



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

FILED
97 SEP -9 PM 2:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

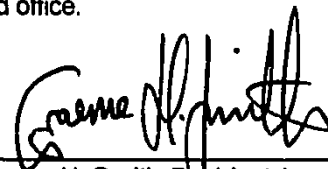
In pursuance of Chapter 48.901, Florida Statutes, the following is submitted
compliance with said Act:

FIRST - that CENTERPOINT HEALTHCARE MANAGEMENT SERVICES, INC.,
desiring to organize under the laws of the State of Florida, with its registered office, as indicated in
the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has
named GRAEME H. SMITH, located at 360 Central Avenue, Suite 1705, St. Petersburg, County of
Pinellas, State of Florida, as its agent to accept service of process within this state.

CENTERPOINT HEALTHCARE MANAGEMENT
SERVICES, INC.



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 agree to comply with
the provision of said Act relative to keeping open said office.



Graeme H. Smith, Resident Agent