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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL A. PAASCH
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DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

November 11, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32334

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Re: Incorporation of Merit Managed Care, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation and Certificate designating the registered agent for Merit Managed Care, Inc., together with our check in the amount of \$122.50. Please file the original and return a certified copy to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. Please contact me if you have any questions.

Very truly yours,



James R. Lussier

JRL/pd
Enclosures

cc: Michael Barrett (w/o enclosures)

ARTICLES OF INCORPORATION

OF

MERIT MANAGED CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is MERIT MANAGED CARE, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 205 Ranch Road, Winter Park, Florida 32792. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David L. Evans, Esq.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Anne C. Desonier	6649 Arena Pointe Village Court Tampa, Florida 33635
Michael D. Barrett	205 Ranch Road Winter Park, Florida 32792

ARTICLE VI

The name and address of the subscriber is Michael D. Barrett, 205 Ranch Road, Winter Park, Florida 32792.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon

any transferee or successor of any party to such agreement.

DATED: November 11, 1997.

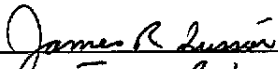


Michael D. Barrett

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me on November 11, 1997 by Michael D. Barrett, who is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.



Name: James R. Lussier
(Print Name)

Notary Public - State of Florida

(AFFIX NOTARY SEAL)



JAMES R LUSSIER
My Commission CC424948
Expires Dec. 03, 1998
Bonded by NFNU
800-224-6368

My Commission Expires:

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

FILED

NOV 13 AM 10:28


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Merit Managed Care, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Winter Park, Seminole County, State of Florida, has named David L. Evans, Esq. as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



David L. Evans

JRL\MERIT.AOI