P90000005/4 TT00 UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue HOL

FILING & SEARCH SERVICES

UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

FOR PICKUP BY UCC SERVICES

OFFICE USE ONLY (Document #)

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ARTICLES OF INCORPORATION

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TALLAFIASSEE, FLORIDA

ManageMed II, Inc.

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ManageMed II, Inc.

The address of the principal office of this corporation shall be 1601 Belvedere Road, Suite 500 East, West Palm Beach, Florida 33406, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 526 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is UCC Filing & Search Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Anthony J. Gigliotti 1601 Belvedere Road, Suite 500 East West Palm Beach, FL 33406 President/Director

Christopher T. Hawkins 1601 Belvedere Road, Suite 500 East West Palm Beach, FL 33406 Treasurer/Director

Roberto L. Palenzuela 1601 Belvedere Road, Suite 500 East West Palm Beach, FL 33406 Secretary/Director

ARTICLE VII. EFFECTIVE DATE

The effective date of the corporation is December 18, 1997.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc. 526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on December 18, 1997.

UCC Filing & Search Services, Inc.

Its Agent Betty 1

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

ManageMed II, Inc.

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

UCC Filing & Search Services, Inc.

3y:_______

Its Agent, Betty B.

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SECRETARY OF STATE