

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000028507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 AM 10:04

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-03/26/98--01062--022

*****78.75 *****78.75

EFFECTIVE DATE

03-23-98

Management Care
Systems, Inc.

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☐ PY _____
☒ Photo Copy _____
☒ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

RECEIVED
98 MAR 26 PM 12:30

Signature _____

Requested by: Chen

Date 3-26

Time 1126

Name _____

Walk-In _____

Will Pick Up _____

RP
03-26-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: MANAGEMENT CARE SYSTEMS, INC.
Ref. Number: W98000006783

We have received your document for MANAGEMENT CARE SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 898A00016334

ARTICLES OF INCORPORATION
OF

MANAGEMENT CARE SYSTEMS, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 AM 10:04

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE 1. **Name:** The name of the Corporation shall be:

EFFECTIVE DATE

03-23-98

MANAGEMENT CARE SYSTEMS, INC

ARTICLE 2. **Address:** The address of the principal office and mailing

address of the Corporation is: 1751 FIRST AVENUE, NORTH, SUITE #100

ST. PETERSBURG, FLORIDA 33713

ARTICLE 3. **Authorized Shares.** The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares. Such shares shall have a par value of \$1.00 per share.

ARTICLE 4. **Initial Registered Office and agent.** The name and address of the initial Registered Office of the Corporation is Robert Neri 1751 First
Avenue North, Suite 201, St. Petersburg, Florida 33713.

ARTICLE 5. **Initial Board of Directors.** The number of Directors constituting the initial Board of Director is TWO. The number of Directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

ARTICLE 6.	<u>Incorporators:</u>	The name and address of each Incorporators is as follows:
	<u>ROBERT L. NERI</u>	<u>JOSEPH J. FEDERICO</u>
	<u>8021 23rd Ave., North</u>	<u>1290 Gulf Boulevard, #201</u>
	<u>St. Petersburg, FL. 33710</u>	<u>Clearwater, Florida 33767</u>

ARTICLE 7. **Amendments:** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 8. **Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 9. **Rights of Initial Directors.** Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named

in these Articles of Incorporation to the office of Director as long as that Director is a shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a shareholder of the Corporation at the time of the amendment.

ARTICLE 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 11. Cumulative Voting. All Shareholders or a voting group of shareholders designated in the Bylaws are entitled to cumulative their votes for Directors, in accordance with Section 607.0729, Florida Statutes, as amended from time to time.

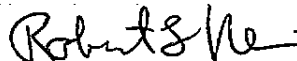
ARTICLE 12. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after the date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE 13. Purposes. The purposes for which the Corporation is organized are the following:

13.1 To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

13.2 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

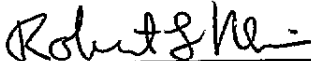
IN WITNESS WHEREOF, the undersigned has signed these Articles of Corporation on this
23 day of March, 1998.



Robert L. Neri, LMHC

Signature

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Signature

March 23, 1998

Date