

PA8000072278



THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

SO AUG 17 AM 10:42

ACCOUNT NO. : 072100000003210N OF CORPORATION

REFERENCE : 929392 5315A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 17, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 929392-005

CUSTOMER NO: 5315A

CUSTOMER: Mr. David Stamps
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

500002617075--8

DOMESTIC FILING

NAME: MANAGED CARE KNOWLEDGE &
INFORMATION EDUCATORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

703
W98-18099

gn 8/19/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:14

August 17, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

SUBJECT: MANAGED CARE KNOWLEDGE & INFORMATION EDUCATORS, INC.
Ref. Number: W98000018699

Please give original
submission date and date.

We have received your document for MANAGED CARE KNOWLEDGE & INFORMATION EDUCATORS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Article VII states there will be twelve director(s), whereas eight is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00042509

RECEIVED
98 AUG 18 PM 2:44
DIVISION OF CORPORATION

EFFECTIVE DATE

8/14/98

ARTICLES OF INCORPORATION

OF

MANAGED CARE KNOWLEDGE & INFORMATION EDUCATORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:14

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

MANAGED CARE KNOWLEDGE & INFORMATION EDUCATORS, INC.

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

5313 Johns Road, Suite 201
Tampa, FL 33634

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, 500,000 of which shares shall be designated Class A Common Stock and 500,000 of which shares shall be designated Class B Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation. The relative rights, preferences and liabilities of shares of Class A Common Stock and Class B Common Stock shall be in all respects identical, except that (1) as to any matter voted upon by the shareholders of this Corporation, including but not limited to any election of one or more directors of this Corporation,

such matter shall be approved if and only if approved by the vote of both the holders of Class A Common Stock and the holders of Class B Common Stock, each voting as a separate voting group, and (2) the holders of each such class of stock may, upon the affirmative vote of holders of a majority of the then outstanding number of shares of such class, call an annual or special meeting of the shareholders of this Corporation for any purpose, including the election of directors.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

JODY SIMON
5313 Johns Road, Suite 201
Tampa, FL 33634

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

JODY SIMON
5313 Johns Road, Suite 201
Tampa, FL 33634

ARTICLE VII

Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of no more than twelve directors who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of shareholders of this Corporation or the first special meeting of shareholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names of the initial directors are:

PERRY COHEN
MICHAEL J. SAX
PATTY HARWOOD
ROB SEIDMAN
ED KEATING
ALLAN ZIMMERMAN
LESLIE FISH-FALLON
ALAN BARREUTHER

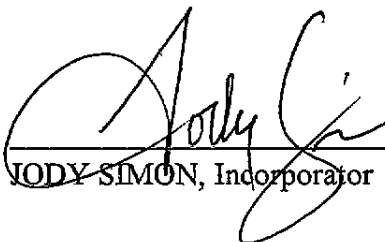
The mailing address of each initial director is:

5313 Johns Road, Suite 201
Tampa, FL 33634

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

JODY SIMON — President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of August, 1998.



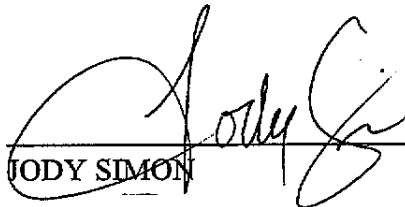
JODY SIMON, Incorporator

MANAGED CARE KNOWLEDGE & INFORMATION EDUCATORS, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, JODY SIMON, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 14 day of August, 1998.


JODY SIMON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:14