



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 362106 7117918

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : September 1, 1999

ORDER TIME : 3:22 PM

ORDER NO. : 362106-005

CUSTOMER NO: 7117918

100002976401--5

CUSTOMER: Alexander Tirado, President
SUNMED, INC.
SUNMED, INC.
Suite 500
1150 Northwest 72nd Avenue
Miami, FL 33126

DOMESTIC FILING

NAME: MAGELLAN HEALTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PA 9/2/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

ARTICLES OF INCORPORATION
OF
MAGELLAN HEALTH, INC.

FILED

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THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- First:** The name of the corporation is Magellan Health, Inc. (the "Corporation").
- Second:** The principal office address and mailing address of the Corporation is: 1987 N.W. 88th Court, Suite 201, Miami, Florida 33172.
- Third:** The Corporation is authorized to issue 5000 shares of common stock, par value \$.10 per share.
- Fourth:** The street address of the initial registered office of the Corporation is: 1987 NW 88th Court, Suite 201, Miami, Florida 33172, and the registered agent at that address is SunMed Incorporated.
- Fifth:** The name and address of the incorporator of the Corporation is: Alexander Tirado, 1987 NW 88th court, Suite 201, Miami, Florida 33172.
- Sixth:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- Seventh:** The Corporation shall have four directors initially and the number of directors may increased or diminished from time to time as provided in the bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Derrick L. Murry
1987 NW 88th Court, Suite 201
Miami, Florida 33172;

David L. Brownell
1987 NW 88th Court, Suite 201
Miami, Florida 33172;

Alexander Tirado
1987 NW 88th Court, Suite 201
Miami, Florida 33172;

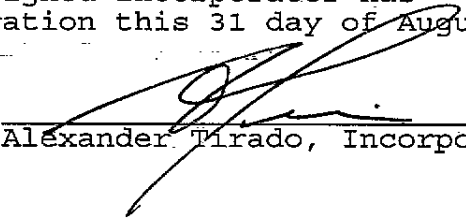
Michael J. Martin, MD
1987 NW 88th Court, Suite 201
Miami, Florida 33172;

Eighth: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Ninth: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Tenth: The corporate existence of the Corporation shall commence on September 1, 1999.

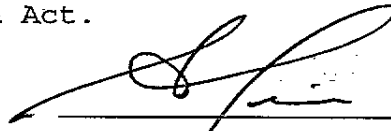
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of August, 1999



Alexander Tirado, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporations of Section 607.0505 of the Florida Business Corporation Act.


C.O.O.
Sunmed, Inc

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TALLAHASSEE, FLORIDA