

Division of Corporations

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Florida Department of State

Division of Corporations
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To: Division of Corporations
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From: Account Name : SHUMAKER, LOOP & KENDRICK LLP
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CORA Managed Care of Florida, Inc.

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**ARTICLES OF INCORPORATION OF
CORA MANAGED CARE OF FLORIDA, INC.**

The undersigned, acting as an incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is CORA Managed Care of Florida, Inc.

ARTICLE II
PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 285 Stoner Road, Winter Springs, FL 32708, and the mailing address of the Corporation is 1110 Shawnee Road, Lima, OH 45805.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTRATION AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Gregory C. Yadley	101 East Kennedy Boulevard Suite 2800 Tampa, FL 33602

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Gregory C. Yadley Esquire
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Boulevard, Suite 2800
Tampa, FL 33602
(813)229-7600
Florida Bar No. 204978

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Brad C. Roush	1110 Shawnee Road Lima, OH 45805
Dennis R. Smith	1110 Shawnee Road Lima, OH 45805

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

<u>Name</u>	<u>Address</u>
Brad C. Roush	1110 Shawnee Road Lima, OH 45805

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of October, 1999.



Brad C. Roush, Incorporator

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Gregory C. Yadley Esquire
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Boulevard, Suite 2800
Tampa, FL 33602
(813)229-7600
Florida Bar No. 204978

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CORA Managed Care of Florida, Inc.
2. The name and address of the registered agent and office are:

Gregory C. Yadley
101 East Kennedy Boulevard
Suite 2800
Tampa, FL 33602

Signature:

B. C. P.

Title:

Incorporator

Date: October 29, 1999

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature:

Gregory C. Yadley

Gregory C. Yadley

Date: October 31, 1999

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