

as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 17th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 17, 1996.

CAREMED MEDICAL GROUP OF MIAMI, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

Patricia Pyzak

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 204891-055

CUSTOMER NO: 4306424

700002041487--9

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
SW HIALEAH, INC.

P96-72664

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 31 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF SW HIALEAH, INC., A FLORIDA
CORPORATION, P96000072664**

INTO

**CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
F 5000026997**

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

FILED
96 DEC 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF SW HIALEAH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of SW Hialeah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of SW Hialeah, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of SW Hialeah, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of SW Hialeah, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF SW HIALEAH, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P 950000 26997

904-224-0773 FAX



networks

PROVIDING
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 204891-050

800002041486--2

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
SUNSET, INC.

P96-87102

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 30 PM 2:35
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF SUNSET, INC., A FLORIDA
CORPORATION, P96000087102**

INTO

**CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997**

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

FILED
96 DEC 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF SUNSET, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Sunset, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Sunset, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Sunset, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Sunset, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF SUNSET, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
JALAHASSEL, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pujat*
COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:11
SECRET
TALLAHASSEE

ORDER DATE : December 30, 1996

ORDER TIME : 1:23 PM

ORDER NO. : 204891-045

300002041483--2

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
SUNRISE, INC.

P96-55491

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 04 21:35
SECRETARY OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF SUNRISE, INC., A FLORIDA
CORPORATION, P96000055491**

INTO

**CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997**

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

FILED
96 DEC 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF SUNRISE, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Sunrise, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Sunrise, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Sunrise, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Sunrise, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

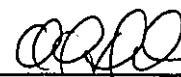
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF SUNRISE, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TAMPAHASSEE, FL 32301-2607
904-222-0111
904-222-0113 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Puyot*

COST LIMIT : \$ 122.50

SECRET
TALAMON
96 DEC 30 PM 2:18
FILED

ORDER DATE : December 30, 1996

ORDER TIME : 1:35 PM

ORDER NO. : 204891-100

CUSTOMER NO: 4306424

000002041450--4

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
EAST HIALEAH, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 PM 3:31

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF EAST HIALEAH, INC., A FLORIDA
CORPORATION P95000068948**

INTO

**CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997**

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

FILED
96 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF EAST HIALEAH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of East Hialeah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of East Hialeah, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of East Hialeah, Inc.

B. All of the issued and outstanding shares of National Care Centers of East Hialeah, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF EAST HIALEAH, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF NARANJA, INC., a Florida corporation,
P96000023599

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0101 FAX

800-342-8085

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:41 PM

ORDER NO. : 204891-130

700002041437--4

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
NARANJA, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

(273)

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

Michael E. Klunk
Merger
C. C.

FILED RECEIVED
96 DEC 30 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

96 DEC 30 PH 4:09

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

NATIONAL CARE CENTERS OF NARANJA, INC.
(a Florida corporation)

AND

CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Naranja, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Naranja, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Naranja, Inc.

B. All of the issued and outstanding shares of National Care Centers of Naranja, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF NARANJA, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC., a Florida
corporation, P96000055470

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

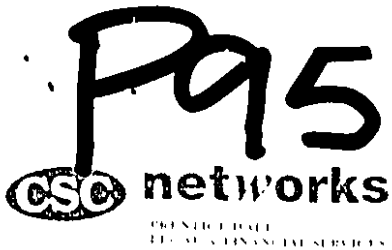
Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0300 FAX

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia Puyet

ORDER DATE : December 30, 1996

ORDER TIME : 1:40 PM

ORDER NO. : 204891-125

000002041440--5

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
MEDICAL SPECIALTIES, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

FILED
96 DEC 30 PM 3:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 DEC 30 PM 2:37
DIVISION OF REGISTRATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
Michael Klunk
CC

FILED

96 DEC 30 PM 3:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC.
(a Florida corporation)

AND

CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Medical Specialties, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Medical Specialties, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Medical Specialties, Inc.

B. All of the issued and outstanding shares of National Care Centers of Medical Specialties, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED MEDICAL GROUP E FT. LAUDERDALE, INC., a Florida corporation,
P96000055503

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0101 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:19 PM

ORDER NO. : 204891-010

CUSTOMER NO: 4306424

300002041508--1

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF E
FT. LAUDERDALE, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

FILED
96 DEC 30 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
[Signature]
RECEIVED
96 DEC 30 PM 3:35
DIVISION OF CORPORATE REGISTRATION

FILED

96 DEC 30 PH 3: 06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF**

**CAREMED MEDICAL GROUP OF E FT. LAUDERDALE, INC.
(a Florida corporation)**

AND

**CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of E Ft. Lauderdale, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of E Ft. Lauderdale, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of E Ft. Lauderdale, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of E Ft. Lauderdale, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF E FT. LAUDERDALE, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CAREMED MEDICAL GROUP OF CORAL SPRINGS, INC., a Florida
corporation, P96000055501

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyjuts*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:19 PM

ORDER NO. : 204891-005

CUSTOMER NO: 4306424

700002041507--4

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF CORAL
SPRINGS, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

FILED
96 DEC 30 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: *MS*

MS
RECEIVED
96 DEC 30 2:36
DIVISION OF CORPORATE REGISTRATION

FILED

96 DEC 30 PM 3:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF**

**CAREMED MEDICAL GROUP OF CORAL SPRINGS, INC.
(a Florida corporation)**

AND

**CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Coral Springs, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Coral Springs, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Coral Springs, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Coral Springs, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF CORAL SPRINGS, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED MEDICAL GROUP OF HOLLYWOOD, INC., a Florida corporation,
P96000055505

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-1203 FAX

800-342-8086

P95000026997
CSG networks
PROFESSIONAL
EDUCATIONAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996
ORDER TIME : 1:20 PM
ORDER NO. : 204891-020
CUSTOMER NO: 4306424

500002041506--7

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
HOLLYWOOD, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
Michael E. Klunk
C.C.

FILED
RECEIVED
96 DEC 30 PM 3:26
96 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA DIVISION OF CORPORATION

FILED

96 DEC 30 PH 3:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

CAREMED MEDICAL GROUP OF HOLLYWOOD, INC.
(a Florida corporation)

AND

CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Hollywood, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Hollywood, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Hollywood, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Hollywood, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 17th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF HOLLYWOOD, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED MEDICAL GROUP OF HALLANDALE, INC., a Florida corporation,
P96000072663

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0391 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:20 PM

ORDER NO. : 204891-015

400002041504--4

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
96 DEC 30 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
HALLANDALE, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
95 DEC 30 PM 2:35
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
*Jon
Menger
CC*

FILED

96 DEC 30 PM 3:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF**

**CAREMED MEDICAL GROUP OF HALLANDALE, INC.
(a Florida corporation)**

AND

**CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Hallandale, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Hallandale, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Hallandale, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Hallandale, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

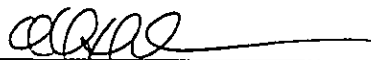
corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

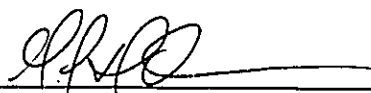
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF HALLANDALE, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF WESTCHESTER, INC., a Florida corporation,
P95000067730

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
US 322-0100

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:47 PM

ORDER NO. : 204891-160

CUSTOMER NO: 4306424

400002041424--5

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
WESTCHESTER, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

FILED
96 DEC 30 PM 3:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
12/31 PM 3:37
CENTRAL SERVICE ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

12/31

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

*John
C. E.*

FILED

96 DEC 30 PM 3:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF WESTCHESTER, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Westchester, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Westchester, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Westchester, Inc.

B. All of the issued and outstanding shares of National Care Centers of Westchester, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF WESTCHESTER, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF WEST HIALEAH, INC., a Florida corporation,
P95000067729

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0101 FAX

800-342-8086

P95000026997
CSO networks

FRONTIER BELL
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:48 PM

200002041422--1

ORDER NO. : 204891-165

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
96 DEC 30 PH 3:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
WEST HIALEAH, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

RECEIVED
96 DEC 29 PM 2:37
DEPARTMENT OF CORPORATION
12/31
merger
C.C.

FILED

96 DEC 30 PH 3:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF WEST HIALEAH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of West Hialeah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of West Hialeah, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of West Hialeah, Inc.

B. All of the issued and outstanding shares of National Care Centers of West Hialeah, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF WEST HIALEAH, INC.

By: _____

Name: Osvaldo S. Martinez

Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: _____

Name: Osvaldo S. Martinez

Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF NORTH MIAMI, INC., a Florida corporation,
P95000067737

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

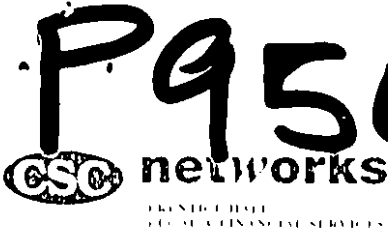
Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Flynn*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 204891-135

500002041485--0

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
9C DEC 30 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
NORTH MIAMI, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
9C DEC 30 PM 2: 31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
John
Merger
CA

FILED

96 DEC 30 PM 4:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF NORTH MIAMI, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of North Miami, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of North Miami, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of North Miami, Inc.

B. All of the issued and outstanding shares of National Care Centers of North Miami, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

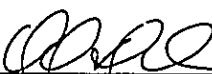
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 17th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF NORTH MIAMI, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF NW MIAMI, INC., a Florida corporation,
P96000023596

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-1191 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Kyger*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:43 PM

ORDER NO. : 204891-140

800002041483--7

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
NW MIAMI, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

12/31
John
Joergler
C.E.

FILED
96 DEC 30 PM 4: 01
RECEIVED
96 DEC 30 PM 2: 37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DEPARTMENT OF CORPORATION

FILED

96 DEC 30 PM 4:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

**NATIONAL CARE CENTERS OF NW MIAMI, INC.
(a Florida corporation)**

AND

**CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of NW Miami, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of NW Miami, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of NW Miami, Inc.

B. All of the issued and outstanding shares of National Care Centers of NW Miami, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF NW MIAMI, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF SUNSET, INC., a Florida corporation,
P96000055464

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
07-01

800-342-8086

P95000026997



networks

DESIGNED BY
TELECOMMUNICATIONS

ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996
ORDER TIME : 1:43 PM
ORDER NO. : 204891-145
CUSTOMER NO: 4306424

000002041430--E

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
96 DEC 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
SUNSET, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 31 PM 2:37
DEPARTMENT OF REGISTRATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

12/31
John Meyer
C.C.

FILED

96 DEC 30 PM 3: 58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF**

**NATIONAL CARE CENTERS OF SUNSET, INC.
(a Florida corporation)**

AND

**CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Sunset, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Sunset, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Sunset, Inc.

B. All of the issued and outstanding shares of National Care Centers of Sunset, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF SUNSET, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF SW CORAL GABLES, INC., a Florida
corporation, P96000055475

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0111

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pzynt*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:46 PM

ORDER NO. : 204891-155

CUSTOMER NO: 4306424

700002041427--5

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
SW CORAL GABLES, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

FILED
96 DEC 30 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

12/31

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

Joy Mager C.C.

FILED

96 DEC 30 PM 3:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

NATIONAL CARE CENTERS OF SW CORAL GABLES, INC.
(a Florida corporation)

AND

CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of SW Coral Gables, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of SW Coral Gables, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of SW Coral Gables, Inc.

B. All of the issued and outstanding shares of National Care Centers of SW Coral Gables, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1120 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF SW CORAL GABLES, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President