

P96000013112

GARRY R. SPEAR, P.A.
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
7280 W. Palmetto Park Road
Suite 204-N

Boca Raton, Florida 33433
(407) 391-1944 (telephone) (407) 391-0096 (telexcopier)

Garry R. Spear
Lauren A. Cohen (licensed only in Canada)

RECEIVED
25 FEB -9 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(407) 391-2111

February 1, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation - Continucare, Inc.


Dear Sir or Madam:

200001710872
-02/08/96--01109--004
*****70.00 *****70.00

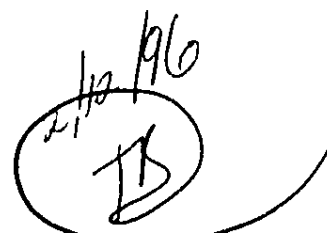
Please file the enclosed Articles of Incorporation for **Continucare, Inc.** The \$35.00 filing fee, together with the \$35.00 registered agent fee, are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear, Esq.
Incorporator



Enclosure
cc: file

**ARTICLES OF INCORPORATION
OF
CONTINUCARE, INC.**

FILED
96 FEB -9 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
CORPORATE NAME**

The name of the corporation shall be:
CONTINUCARE, INC.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, Florida 33309

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7280 W. Palmetto Park Road, Suite 204, Boca Raton, Florida 33433, and the initial registered agent at such address is Garry R. Spear, Esquire.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Charles Fernandez
3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, Florida 33309

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Garry R. Spear, Esquire
7280 W. Palmetto Park Road
Suite 204
Boca Raton, Florida 33433

ARTICLE TEN

COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 15th day of February, 1996.



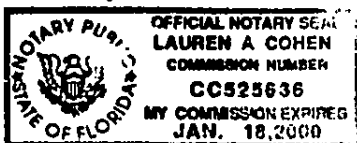
Garry R. Spear, Esquire

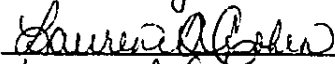
STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Garry R. Spear, Esquire, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 15th day of February, 1996.





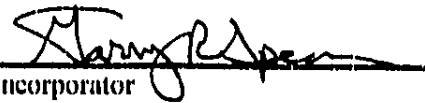
LAUREN A COHEN
Notary Public
State of Florida

My Commission Expires: January 18, 2000

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

RECEIVED
SEP-9 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby designates Garry R. Spear, Esquire as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.


Garry R. Spear, Esquire

GARRY R. SPEAR, P.A.

A Professional Corporation

7280 West Palmetto Park Road, Suite 204N

North Palm Beach, Florida 33433

107-301-1444 Fax: (561) 391-0090

P96000013112

Garry R. Spear, Esq.
Lauren A. Cohen, Esq. (licensed only in Canada)

DELIVERED BY FEDERAL EXPRESS

February 14, 1996

Department of State
Division of Corporation
Amendment Section
499 East Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

100001715951
-02/15/96--01074--011
*****35.00 *****35.00

**Re: Articles of Amendment
Continucare, Inc. - to Continucare Corporation**

Enclosed please find the Articles of Amendment changing the name of Continucare, Inc. to Continucare Corporation, and adding Article 11 to the Articles of Incorporation, specifically, the indemnification provisions. Also enclosed is a check for \$35.00 to cover your fees for filing said Articles of Amendment.

Yours very truly,



GARRY R. SPEAR, ESQ.
Corporate Counsel

Encl.

FILED
36 FEB 15 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M
P96000013112
NC + Amend
12-15-96

**ARTICLES OF AMENDMENT
OF
CONTINUCARE, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. ARTICLE ONE is hereby amended to read as follows:

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

CONTINUCARE CORPORATION

2. A new ARTICLE ELEVEN is added as follows:

**ARTICLE ELEVEN
INDEMNIFICATION**

The corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

3. The foregoing amendment was adopted on February 8, 1996.
4. The following shareholders were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each shareholder was as follows:

Shareholders	Number of Affirmative Votes
Charles Fernandez	25
Barry Goldstein	25
Douglas Miller	25
Beechwood Partners, Ltd.	25

The number of votes cast for the amendment by each voting group was sufficient for approval by the shareholders.


SECRETARY OF STATE
TALLAHASSEE, FLORIDA
36 FEB 15 PM 4:09

FILED

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment, this 12th day of February, 1996.



Barry Goldstein
Vice President


ATTEST:


Barry Goldstein
Secretary

STATE OF FLORIDA :
COUNTY OF BROWARD :

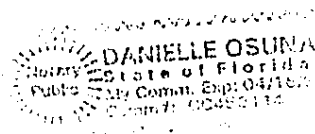
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Barry Goldstein, to me known to be the person described as President and Secretary, respectively, in the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment.

WITNESS my hand and official seal this 12 day of February, 1996.



Danielle Osuna
Notary Public
State of Florida

My Commission Expires:



FILED
36 FEB 15 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 HAYS STREET
NEW YORK, NY 10013-0001
917-422-0000
F96000013112



PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 045609 4303929

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 87.50

ORDER DATE : August 7, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 045609

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

53 AUG 7 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CONTINUICARE CORPORATION

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: *AM*
KDG

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONTINUCARE CORPORATION**

RECEIVED
SECRETARY OF STATE
CORPORATION DIVISION
JAN 11 1996
TAMPA, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **CONTINUCARE CORPORATION** (the "Corporation"), Charter #P96000013112, filed on February 9, 1996.
2. The Amendment to the Articles of Incorporation of the Corporation set forth below (the "Amendment") was adopted by all of the Directors of the Corporation and by the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on August 6, 1996, in the manner prescribed by Section 607.1003 of the Act:
3. Article III of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:

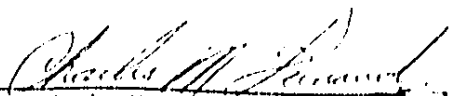
ARTICLE III

- A. The Corporation is authorized to issue Ten Million (10,000,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share ("Common Stock").
- B. On the date of filing these Articles of Amendment to Articles of Incorporation with the Department of State of the State of Florida, each issued and outstanding share of the Corporation's previously authorized Common Stock (the "Old Common Stock") shall thereby and thereupon be converted to 66,666.666 fully paid and nonassessable shares of Common Stock reflecting a 66,666.666 for 1 stock split. Each certificate that heretofore represented Old Common Stock shall now represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were converted; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Articles of Amendment to Articles of Incorporation of Continucare Corporation as of the 6 day of August, 1996

CONTINUCARE CORPORATION


By: Charles Fernandez, ~~President~~
Chairman of the Board
Chief Executive Officer

P96000013112

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

ZANART SUBSIDIARY, INC., a Florida corporation, P96000065953

INTO

CONTINUCARE CORPORATION which changed its name to
ZANART SUBSIDIARY, INC., a Florida corporation, P96000013112

File date: September 11, 1996

Corporate Specialist: Joy Moon-French

P96000013112

Akerman, Senterfitt & Edison, P.A.
Requestor's Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555
City/State/Zip

Phone #

RECEIVED
96 SEP 11 AM 8:01
DIVISION OF CORPORATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

Zanart Subsidiary, Inc. (with & into)
1. Continuare Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
96 SEP 11 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Walk in

Mail out

Pick up time _____

Will wait

Photocopy

Certified Copy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

200001944092
-09/11/96--01012--001
***122.50 ***122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9/11/2
J. J. [Signature]
Merger
& R.A.
C.C.

O.K.
per
S.P.

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

AKERMAN, SENTERFITT & EIDSON, P.A.

TALLAHASSEE, FL

SUBJECT: CONTINUCARE CORPORATION
Ref. Number: P96000013112

We have received your document for CONTINUCARE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article II (A.) of the Plan of Merger states "the Articles of Incorporation of Merger Corp., ...shall be the Articles of Incorporation of the Surviving Corporation...". Restated Articles reflecting what are to be the provisions of the articles of incorporation of the surviving corporation must be attached as an exhibit.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 996A00042270

*Please
Backdate
to 9/11/96*

**ARTICLES OF MERGER
OF
ZANART SUBSIDIARY, INC.
(a Florida corporation)**

**WITH AND INTO
CONTINUWARE CORPORATION
(a Florida corporation)**

FILED
96 SEP 11 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), Continucare Corporation, a Florida corporation, and Zanart Subsidiary, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger as of September 11, 1996 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Continucare Corporation, a Florida corporation, and Zanart Subsidiary, Inc., a Florida corporation. Continucare Corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein. A copy of the Articles of Incorporation of the surviving corporation is attached hereto as Exhibit "B" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the shareholders of (i) Zanart Subsidiary, Inc. on August 8, 1996 and (ii) Continucare Corporation on August 8, 1996.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105, 607.1106 and 607.1107 of the Act.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first above written

ZANART SUBSIDIARY, INC.

By: 
Name: Thomas Zotos
Title: President

CONTINUCARE CORPORATION

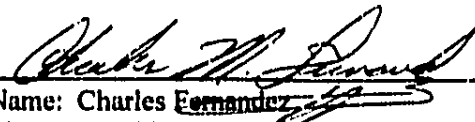
By: 
Name: Charles Fernandez
Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of September 11, 1996 among ZANART SUBSIDIARY, INC., a Florida corporation ("Merger Corp."), and CONTINUCARE CORPORATION, a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of Merger Corp., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter altered, amended or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the following until their successors are elected and have been qualified:

Charles M. Fernandez	Director, Chairman, President and Chief Executive Officer
Dr. Phillip Frost	Director and Vice Chairman
Douglas Miller	Executive Vice President
Barry Goldstein	Executive Vice President
Arthur Goldberg	Director
Michael C. Piercey	Director
Richard B. Frost	Director
Mark J. Hanna	Director
Susan Tarbe	Senior Vice President and General Counsel

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, \$1.00 par value per share (the "Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one (1) share of common stock, \$0.0001 par value per share, of Zanart Entertainment, Inc., a Florida corporation and the parent of Merger Corp. ("Common Stock").

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to acquire one (1) share of Common Stock.

D. Each share of Merger Corp.'s Common Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one (1) share of Company Common Stock, which shall be the only outstanding Common Stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

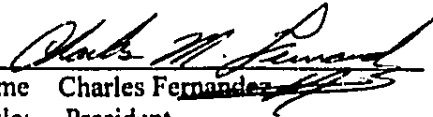
ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

CONTINUCARE CORPORATION

By: 
Name Charles Fernandez
Title: President

ZANART SUBSIDIARY, INC.

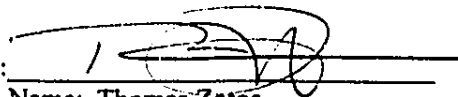
By: 
Name: Thomas Zotos
Title: President

EXHIBIT B
RESTATED
ARTICLES OF INCORPORATION

ARTICLE I
NAME

The name of the corporation is Zanart Subsidiary, Inc., (hereinafter called the "Corporation")

ARTICLE II
MAILING ADDRESS

The mailing address of the Corporation is 7641 Burnet Avenue, Van Nuys, California 91405.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is One Hundred (100) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE IV
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

P960000/3112

1201 HAYS STREET
MIAMI, FL 33131-2601
800-342-8086
305-443-3991



ACCOUNT NO. : 072100000032
REFERENCE : 113624 4303929
AUTHORIZATION : *Patricia Pyzato*
COST LIMIT : \$ 87.50

FILED
96 OCT - 8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 1996
ORDER TIME : 4:04 PM
ORDER NO. : 113624
CUSTOMER NO: 4303929

6000198856

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: ZANART SUBSIDIARY INC.

RECEIVED
96 OCT - 8 PM 4:21
DIVISION OF CORPORATION

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

*N/A my change
10-9-96
DC*

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 OCT -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ZANART SUBSIDIARY, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is ZANART SUBSIDIARY, INC. (the "Corporation"), Charter #P96000013112, filed on February 9, 1996.

2. The Amendment to the Articles of Incorporation of the Corporation set forth below (the "Amendment") was adopted by the sole Director of the Corporation and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on October 4, 1996, in the manner prescribed by Section 607.1003 of the Act:

3. Article I of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:

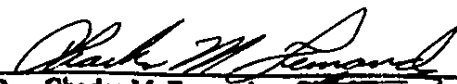
ARTICLE I

The name of the Corporation is CONTINUCARE ACQUISITION CORPORATION (hereinafter called the "Corporation").

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Chief Executive Officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation of Zanart Subsidiary, Inc. as of the 4 day of October, 1996.

ZANART SUBSIDIARY, INC.


By: Charles M. Fernandez, Chief Executive Officer