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METCARE
TM

April 16, 1997

Via Federal Express (Airbill number 3518513806)

State of Florida
Department of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 APR 17 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

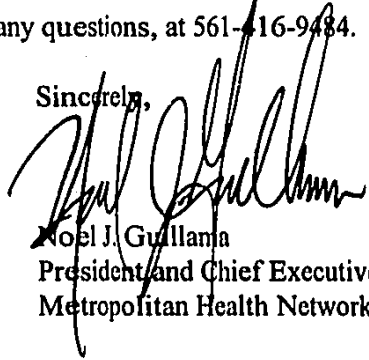
Dear Sir or Madam:

Enclosed please find two duplicate original sets of Articles of Incorporation for METCARE Holdings, Inc., along with a check made payable for one hundred twenty-two dollars fifty cents (\$122.50).

Please file Articles of Incorporation for METCARE Holdings, Inc., and return a certified copy to my attention at Metropolitan Health Networks, Inc., at the below-referenced address.

Please do not hesitate to contact me with any questions, at 561-416-9484.

Sincerely,



Noel J. Guallama
President and Chief Executive Officer
Metropolitan Health Networks, Inc.

Enclosure
NJG/lac

APR 18 ◀ BSB

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Metropolitan Health Networks, Inc.
5100 Town Center Circle, Suite 560
Boca Raton, Florida, 33486-1008
561-416-9484
561-416-9487 Fax
INTERNET: <http://www.melcare.com>

**ARTICLES OF INCORPORATION
OF
METCARE Holdings, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be METCARE Holdings, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III.

CAPITAL STOCK

A. Common Stock

The total number of shares which the Corporation shall be authorized to issue is one thousand (1000) shares of common stock having a one cent (\$.01) par value per share.

ARTICLE IV.

ADDRESS

The street address of the initial registered office of the corporation is 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, and the name of the initial registered agent of the corporation at that address is Noel Guillama.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.



ARTICLE VI.

DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is as follows:

Noel Guillama 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486.

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Noel Guillama, President of Metropolitan Health Networks, Inc., 100 Town Center Circle, Suite 560, Boca Raton Florida 33486.

ARTICLE VIII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, and the name of the initial registered agent of this corporation at that address is: Noel Guillama.

ARTICLE IX.

INDEMNIFICATION

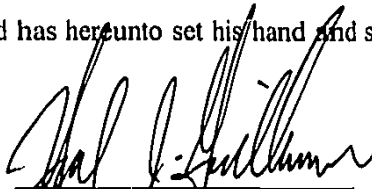
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of April, 1997.



Noel J. Guillama

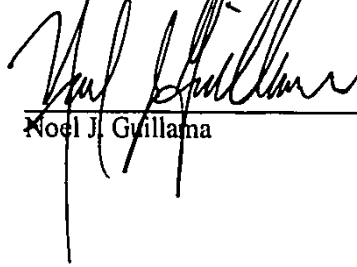
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

METCARE Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boca Raton, County of Palm Beach, State of Florida, has named Noel J. Guillama, 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for METCARE Holdings, Inc., and I agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.



Noel J. Guillama

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