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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 164622 4306424

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : November 22, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 164622-005

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CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: CAREMED HEALTH VENTURES, INC.

RUSH/NEED TODAY

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

KR
11-25 96

FILED
96 NOV 22 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FL 32301

RECEIVED
96 NOV 22 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
CAREMED HEALTH VENTURES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CareMed Health Ventures, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8325 NW 53 Street, Suite 100, Miami, Florida 33166; and the name of the initial registered agent of the Corporation at that address is Marialena Diaz.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 8325 NW 53 Street - Suite 100 - Miami, Florida 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|-----------------------------------------------------------|
| PAUL L. CEJAS | 200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131 |
| OSVALDO S. MARTINEZ | 8325 NW 53 Street - Suite 100 Miami, Florida 33166 |
| PABLO L. CEJAS | 200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131 |

ARTICLE VII - INCORPORATOR

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

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|-------------------------------------------------------|
| VERONICA Y. SYKES | 8325 NW 53 Street - Suite 100 Miami, Florida 33166 |

IN WITNESS WHEREOF, the incorporator has executed these Articles of
Incorporation this 20th day of November, 1996.

Veronica Y. Sykes

Veronica Y. Sykes
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

W I T N E S S E T H

That CareMed Health Ventures, Inc., desiring to organize under the laws of the State of Florida, has named, Marialena Diaz, located at 8325 NW 53 Street, Suite 100, Miami, Florida 33166 as its registered agent and to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Section 5607.0505, Florida Statutes.

Dated this 20th day of November, 1996.



Marialena Diaz, Registered Agent

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TALLAHASSEE, FLORIDA