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TALLAHASSEE, FL 32306-2607

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P96000087091



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 128016 4306424

AUTHORIZATION :

COST LIMIT : \$ 1 *Patria Pyrit*

FILED
96 OCT 22 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 22, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 128016-015

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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 MEDICAL GROUP OF
VARADERO, INC.

EFFECTIVE DATE:

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
10-22-96

RECORDED
96 OCT 22 PM 11:06
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
CAREMED MEDICAL GROUP OF VARADERO, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CareMed Medical Group of Varadero, 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 two 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:

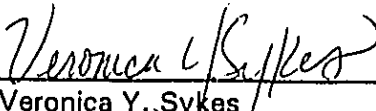
<u>NAME</u>	<u>ADDRESS</u>
PAUL L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131
OSVALDO S. MARTINEZ	8325 NW 53 Street - Suite 100 Miami, Florida 33166
PABLO L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131

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 18th day of October, 1996.



Veronica Y. Sykes
Incorporator

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

That CareMed Medical Group of Varadero, 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 §607.0505, Florida Statutes.

Dated this 18th day of October, 1996.



Marialena Diaz, Registered Agent

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED MEDICAL GROUP OF VARADERO, INC., A FLORIDA
CORPORATION, P96000087091

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