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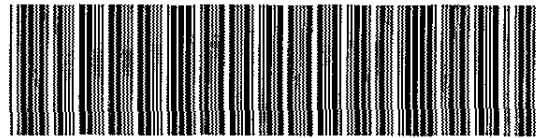
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/29/06--01029--026 **262.50

EXPIRATION DATE
-12/1/06

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. Tadlock OCT 03 2006

**STEARNS WEAVER MILLER
WESSLER ALHADEFF & SITTERSON, P.A.**

Miami ■ Ft. Lauderdale ■ Tampa

September 28, 2006

Ms. Brenda Tadlock
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Brenda:

Enclosed please find an original and one copy the Articles of Merger of Miami Dade Health and Rehabilitation Services, Inc., Miami Dade Health Centers, Inc., West Gables Open MRI Services, Inc., Kent Management Systems, Inc., and Miami Dade Health Centers One, Inc. with and into CNU Blue 2, LLC, that we discussed in our telephone conversation with Karon Beyer yesterday. Also enclosed is our check in the amount of \$262.50 representing the filing fees. Upon filing, we will need a certified copy as evidence.

Since this is a public company filing, please call Geoffrey MacDonald at 305-789-3522 or me at 305-789-3545 to confirm receipt of the documents. As always, we appreciate your assistance with this matter.

Very truly yours,



Jackie Gerstenfeld
Corporate Legal Assistant

/jjg
Enclosures

cc: Geoffrey MacDonald (w/encl.)

ARTICLES OF MERGER

OF

MIAMI DADE HEALTH AND REHABILITATION SERVICES, INC.

MIAMI DADE HEALTH CENTERS, INC.

WEST GABLES OPEN MRI SERVICES, INC.

KENT MANAGEMENT SYSTEMS, INC.

AND

MIAMI DADE HEALTH CENTERS ONE, INC.

WITH AND INTO

CNU BLUE 2, LLC

PA8-98362

POO-43369

PA9-2276

POO-67142

POO-104055

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DIVISION OF CORPORATIONS

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, the undersigned Miami Dade Health and Rehabilitation Services, Inc., Miami Dade Health Centers, Inc., West Gables Open MRI Services, Inc., Kent Management Systems, Inc., Miami Dade Health Centers One, Inc. and CNU Blue 2, LLC adopt the following Articles of Merger.

1. The names, entity types and jurisdictions of the merging entities of the merger are Miami Dade Health and Rehabilitation Services, Inc., a Florida corporation, Miami Dade Health Centers, Inc., a Florida corporation, West Gables Open MRI Services, Inc., a Florida corporation, Kent Management Systems, Inc., a Florida corporation, and Miami Dade Health Centers One, Inc., a Florida corporation (collectively, the "Constituent Entities"), and CNU Blue 2, LLC, a Florida limited liability company.

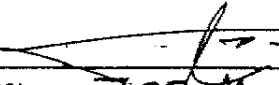
2. The name, entity type and jurisdiction of the surviving entity of the merger is CNU Blue 2, LLC, a Florida limited liability company ("CNU LLC").

3. A copy of the Agreement and Plan of Merger, dated as of September 28, 2006, by and between the Constituent Entities and CNU LLC, is attached hereto as Exhibit A and incorporated herein by reference. The Agreement and Plan of Merger was approved by each of the Constituent Entities and CNU LLC in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.


4. This merger shall become effective on 12:01 a.m., Eastern time, on October 1, 2006.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the
____ day of September, 2006.


MIAMI DADE HEALTH AND
REHABILITATION SERVICES, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: President & Secretary


MIAMI DADE HEALTH CENTERS, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: President & Secretary


WEST GABLES OPEN MRI SERVICES, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: Secretary

KENT MANAGEMENT SYSTEMS, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: Treasurer & Secretary

MIAMI DADE HEALTH CENTERS ONE, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: President

CNU BLUE 2, LLC,
a Florida limited liability company

By: 

Name: RICHARD C. PFENNIGER, JR.

Title: MANAGER

[SIGNATURE PAGE – ARTICLES OF MERGER]

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 28th day of September, 2006 by and between Miami Dade Health and Rehabilitation Services, Inc., a Florida corporation ("MDHRS"), Miami Dade Heath Centers, Inc., a Florida corporation ("MDHC"), West Gables Open MRI Services, Inc., a Florida corporation ("West Dade"), Kent Management Systems, Inc., a Florida corporation ("Kent"), Miami Dade Heath Centers One, Inc., a Florida corporation ("MDHC One," and collectively with MDHRS, MDHC, West Dade and Kent, the "Constituent Entities"), and CNU Blue 2, LLC, a Florida limited liability company ("Acquisition" or the "Surviving Entity").

WITNESSETH:

WHEREAS, MDHRS is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, MDHC is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, West Dade is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Kent is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, MDHC One is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida and a wholly-owned subsidiary of Continucare Corporation, a Florida corporation ("CNU"); and

WHEREAS, pursuant to duly authorized action by their respective Boards of Directors and sole shareholder and Board of Managers and sole member, as applicable, the Constituent Entities and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Constituent Entities and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Constituent Entities and the Surviving Entity agree that the Constituent Entities shall be merged into Acquisition, as a single and surviving entity

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upon the terms and conditions set forth in this Agreement, and that Acquisition shall continue under the laws of the State of Florida as the surviving entity.

2. **EFFECTIVE DATE OF MERGER.** The Merger shall become effective at 12:01 a.m., Eastern time, on October 1, 2006 (the "Effective Date").

3. **SURVIVING ENTITY.** On and after the Effective Date of the Merger:

a. *Acquisition* shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act. Immediately following the Merger, Acquisition shall be wholly-owned by CNU.

b. The Constituent Entities shall cease to exist, and their respective property shall become the property of *Acquisition* as the surviving entity.

c. The Surviving Entity shall remain a manager managed limited liability company. The names and addresses of the initial managers of *Acquisition* are:

Richard C. Pfenniger, Jr.	7200 Corporate Center Drive Suite 600 Miami, Florida 33126
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Fernando L. Fernandez	7200 Corporate Center Drive Suite 600 Miami, Florida 33126
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4. **TERMS AND CONDITIONS OF THE MERGER.** The terms and conditions of the Merger are as follows:

a. **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity.

5. **MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT ENTITIES AND MEMBERSHIP INTERESTS OF THE SURVIVING ENTITY.** The issued and outstanding shares and rights to acquire shares of each of the respective merging corporations and the membership interests of each of the respective merging limited liability companies shall be converted as follows:

a. Each and every share of the common stock of MDHRS and each right to acquire shares of common stock or other securities of MDHRS shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

b. Each and every share of the common stock of MDHC and each right to acquire shares of common stock or other securities of MDHC shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

c. Each and every share of the common stock of West Dade and each right to acquire shares of common stock or other securities of West Dade shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

d. Each and every share of the common stock of Kent and each right to acquire shares of common stock or other securities of Kent shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

e. Each and every share of the common stock of MDHC One and each right to acquire shares of common stock or other securities of MDHC One shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

g. Richard C. Pfenniger, Jr. and Fernando L. Fernandez, as the managers, and CNU, as the sole member, of Acquisition immediately following the Merger, shall remain the managers and sole member, respectively, of the Surviving Entity.

6. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective BoardS of Directors and sole shareholder or Board of Managers and sole member, as the case may be, of the Constituent Entities and the Surviving Entity. Subsequent to the execution of this Agreement by the duly authorized officers of each of the Constituent Entities and the Surviving Entity, such officers of the Constituent Entities and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

7. **MISCELLANEOUS.**

a. **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

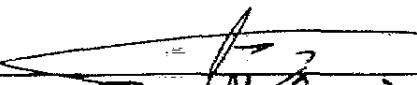
b. **Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and each of the shareholders of the merging corporations and the member of the merging limited liability company, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

c. **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

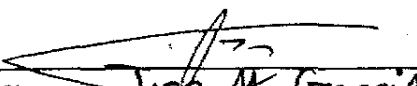
IN WITNESS WHEREOF, the Constituent Entities and the Surviving Entity have caused this Agreement to be executed by their duly authorized officers as of the date first written above.

CONSTITUENT ENTITIES:

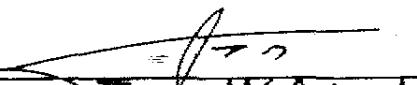
MIAMI DADE HEALTH AND
REHABILITATION SERVICES, INC.,
a Florida corporation

By: 
Name: Jose M. Garcia
Title: President & Secretary

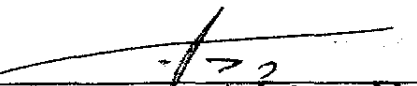
MIAMI DADE HEALTH CENTERS, INC.,
a Florida corporation

By: 
Name: Jose M. Garcia
Title: President & Secretary


WEST GABLES OPEN MRI SERVICES, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: Secretary

KENT MANAGEMENT SYSTEMS, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: Secretary + Treasurer

MIAMI DADE HEALTH CENTERS ONE, INC.,
a Florida corporation

By: 
Name: JOSE M. GARCIA
Title: President

SURVIVING ENTITY:

CNU BLUE2, LLC,
a Florida limited liability company

By: 

Name: RICHARD O. REENNIGER, JR.

Title: MANAGER

[SIGNATURE PAGES – AGREEMENT AND PLAN OF MERGER]

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