## 2004 LIMITED LIABILITY COMPANY

## FILED May 06, 2004 8:00 am

ANNUAL REPURI						Secretary of State	
DOCUMENT # M0300000367						04-21-2004 90451 043 ****50.00	
1. Entity Nam	JG 🛴	,, (MOCOCOCO	001	İ			
CARÉPLI	UŠ MAN	AGEMENT, LLC					
Principal Place	e of Busines		Mailing Address				34005336
55-ALHAMBR			55 ALHAMBRA PLAZA, 7TH FL			Ī	193000000
CORAL GABL			CORAL GABLES, FL 33134				
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2. Principal P	Jace of Busi	nass. A	3. Mailing Address				
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Suite, Apt.	#, etc.	<u> </u>	Suite, Apt. # <u>, et</u> c.				04092004 Chg-LLC CR2E083 (10/03)
	500		STE 500				
City & State	е	•	City & State				4. FEI Number  APPLIED FOR 65-1170582   Applied For Not Applicable
Zip		Country	Zip	Count	ry		-5 Certificate of Status Desired - \$5.00 Additional - Fee Baggiard
	6 Name	and Address of Current F	Peristered Agent				7. Name and Address of New Registered Agent
	U. Hair	legistered Agent		7. Name and Address of New Togatered Agent			
		MATION SERVICES, I	NC.	-	· 		
		E., 28TH FL		Street Address (			P.O. Box Number is Not Acceptable)
MIAMI, FL	33131			Ţ			
		1			City		Zip Code
							<u> </u>
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.							
SIGNATURE							
	Signature, type	d or printed name of registered agent a	nd title if applicable. (NOTE	Registered	Agent signatu	re required	when reinstating)  DATE
Filing Fee is \$50.00							
Filing Fee is \$50.00 Due by May 1, 2004  Florida Department of State							
9.		MANAGING MEMBER	2S /MANAGERS	10.			ADDITIONS/CHANGES
TITLE	MGR	WATAGING WEMDER	Delete	. TITLE		MGC.	PRESIDENT, CEO Change Addition
NAME		DEZ, MIGUEL B	A DESIGNATION OF THE PARTY OF T	NAME		ARIC	TIDES PALLIN
STREET ADDRESS	L	MBRA PLAZA, 7TH FL			TADDRESS	255	- ALHAMBRA CIRCLE; STE 500
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name Street address	1				T ADDRESS	765	ALHAMBRA CIRCLE; STE 500
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STREET ADDRESS	<b>\</b>			STREE	T ADDRESS	255	ALHAMBRA CIRCLE', STE 500
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NAME STREET ADDRESS				. NAME	T ADDRESS	DR	ACHAMBA CIRCLE; STE 500
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11. I hereby certify that the information supplied with this/illing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the							
limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.							
SIGNAT	URE:	AND TYPED OR PRINTED NAME A	EIGNING MANAGING MEMBER MA	AGER OF	AUTHORIZED	REDRESE	ENTATIVE Date Daytime Prone #
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Dayline Phone #							
							/ (C)

04/09/2004 10:33 FAX 3054412409 FAX 3054412409

CAREPLUS

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March 15, 2004

To: CarePlus Management, LLC

CAREPLUS MANAGEMENT, LLC (the "Company")

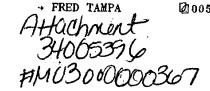
Dear Sirs:

Please be advised that I hereby tender my resignation as a Director of the Company, effective immediately.

Very truly yours,

Robert L. Koeppel

CAREPLUS



## WRITTEN CONSENT OF THE SOLE MEMBER OF CAREPLUS MANAGEMENT, LLC

The undersigned, being the sole Member of CAREPLUS MANAGEMENT, LLC, a Florida limited liability company (the "Company"), does hereby adopt this Written Consent:

RESOLVED, that each of the following persons are appointed to be Managers of the Board of Managers of the Company to serve in accordance with the terms of the Operating Agreement until their successors are elected and qualified, or until their earlier death, resignation, or removal from office:

Aristides Pallin George Fernandez Carlos Padron

Effective as of March 15, 2004

CarePlus Holdings, LLLP

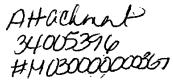
By: CarePlus Management, LLC, its general partner

Bv

liguel B. Bernandez, Manager

→ FRED TAMPA

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## WRITTEN CONSENT OF ALL OF THE MANAGERS OF THE BOARD OF MANAGERS OF CAREPLUS MANAGEMENT, LLC

The undersigned, representing all of the Managers of the Board of Managers (the "Board of Managers") of CAREPLUS MANAGEMENT, LLC, a Florida limited liability company (the "Company"), do hereby unanimously adopt this Written Consent in lieu of a Meeting of the Board of Managers, waive all notice of the time, place and objects of such meeting, and consent to, ratify and approve the following resolution:

RESOLVED, that each of the following persons are appointed to serve in the offices set forth opposite their names, in accordance with the terms of the Operating Agreement until their successors are elected and qualified, or until their earlier death, resignation, or removal from office:

Aristides Pallin - Chief Executive Officer and President

George Fernandez, Manager

Brian S. Schacker - Chief Financial Officer

George Fernandez - Vice President

Dr. Jose Perez - Chief Medical Officer

Effective as of March, 15, 2004.

Aristides Pallin, Manager

Carlos Padron, Manager

CAREPLUS

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March 15, 2004

To: CarePlus Management, LLC

Re: CAREPLUS MANAGEMENT, LLC (the "Company")

Dear Sirs:

Please be advised that I hereby tender my resignation as Director and Chief Executive Officer of the Company, effective immediately.

Very truly yours,

Miguel B Fernandez