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INTERNATIONAL TRANSACTIONS

September 29, 1998

Karen Beyer
Dept. of State
Office of General Counsel
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Community Health Care Group, Corp.

Dear Ms. Beyer:

The undersigned law firm represents Community Health Care Group, Corp. As per our prior telephone conversation, my client is changing its nature from a for-profit to a not-for-profit corporation. As such, enclosed please find the following documents:

1. Prior Articles of Incorporation;
2. Certified copy of the Circuit Court Order approving the change;
3. New Articles of Amendment.

I have also enclosed a return federal express envelope. Please provide with a certified copy of the new articles via federal express at our expense.

Should you have any questions, please feel free to contact me.

Very truly yours,

DE LA O & MARKO

David Everett Marko

Ligia
GAVE
AUTHORIZATION BY PHONE TO
CORRECT name of directors
DATE 10/6/98
DO. EXAM SD

Encl.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AB
10-7-98
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A TRUE COPY
CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR MIAMI-DADE COUNTY,
FLORIDA

GENERAL JURISDICTION DIVISION

CASE NUMBER: 98-20972-CA-11

IN RE: PETITION OF
COMMUNITY HEALTH CARE GROUP, **LAQUITA OLIVER**
a Florida for-profit
corporation,

ORDER

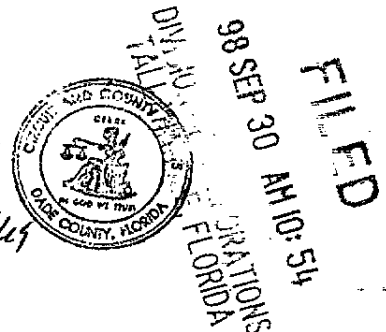
THIS MATTER arose upon the Petition to change the nature of the corpora-
tion from for-profit to not-for-profit and the articles of incorporation which is attac-
hed as Exhibit "A." Upon consideration of the petition, and being otherwise duly
advised in the premises, it is hereby

ORDERED AND ADJUDGED that the Petitioner's corporation is changed from
for-profit to not-for-profit.

DONE AND ORDERED in Miami, Miami-Dade County, Florida this 18th day of
September, 1998.


HONORABLE BERNARD SHAPIRO
DADE COUNTY CIRCUIT COURT JUDGE

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. 9/29 AD 19 98
HARVEY RUVIN Clerk, of Circuit and County Courts
Deputy Clerk M. L. Yoon-Schulz



Community

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CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK

98-2092 CA 11

JACQUES

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
COMMUNITY HEALTH CARE GROUP, CORP.
A NOT-FOR-PROFIT CORPORATION

Articles of Amendment of **COMMUNITY HEALTH CARE GROUP, CORP.** by unanimous vote of the shareholders and directors of the corporation, the Board of Directors do hereby modify the Articles of Corporation to read as follows:

ARTICLE I.

The name of this corporation is **COMMUNITY HEALTH CARE GROUP, CORP.** The principal place of business of this corporation shall be 600 N.W. 35th Avenue, Suite 203, Miami, FL 33125 and the mailing address shall be the same.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is by majority vote.

ARTICLE IV.

The name and address of the incorporator of these articles is:

Miguel M. de la O
3001 S.W. Third Avenue

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Miami, Florida 33129

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ARTICLE V.

The Corporation is to exist perpetually.

ARTICLE VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ~~three~~ (3) initial Director(s). The name(s) and street address(es) of the initial member(s) of the Board of Directors are:

Aida Salazar-Rebull

PATRICK REBULL
NELSON SALAZAR

600 N.W. 35th Avenue

Suite 203

Miami, FL 33125

ARTICLE VII.

The officers of the corporation shall be President, Vice President, Secretary, and Treasurer, and such other officers as may be provided in the Bylaws. The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Aida Salazar-Rebull


President, Vice-President,
Secretary, and Treasurer

ARTICLE VIII.

The initial Registered Agent and street address of the initial Registered Office of the Corporation shall be as follows:

David Everett Marko
3001 S.W. Third Avenue
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of August, 1995.


Name: Miguel M. de la O, Esq.

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ACCEPTANCE OF REGISTERED AGENT

Acceptance by the registered agent as required by §607.0501(3) of the Florida Statutes. David Everett Marko is familiar with and accepts the obligations provided for in §607.0501(3) of the Florida Statutes.

David Everett Marko

By: 
Registered Agent

Dated: August 28, 1995

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DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. 9/29 AD 19 98
HARVEY RUVIN Clerk, of Circuit and County Courts
Deputy Clerk M. Lyons Oluy

