

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Netcare Systems, Inc

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☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

☐ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

00 JAN 18 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 JAN 18 AM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

Signature

Requested by:

Name

Walk-In

Date

Time

Will Pick Up

CB
1-17-00

ARTICLE OF INCORPORATION

OF

METCARE SYSTEMS, Inc.

FILED
00 JAN 18 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is: **METCARE SYSTEMS, Inc.**

ARTICLE II. NATURE OF THE BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to the business of information systems and billing services for medical and healthcare providers.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding, at any time, is Five Hundred, (500) shares of common stock, having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share may be in money, property, or services, as determined by the Board of Directors or management of this Corporation.

ARTICLES IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is: 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486 and name of its initial Registered Agent is Howard N. Galbut, Esquire, 999 Washington Avenue, Miami Beach, Florida 33139. The Board of Directors shall have authority to move the registered office to any other address in the State of Florida and to establish a branch of subordinate offices of the Corporation at such place or places in which the Corporation is authorized to do business, as the Board shall determine to be in the best interest of the Corporation.

ARTICLES VII. DIRECTORS

Section 1. This Corporation shall have three (3) directors initially, and the number of directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders, but shall never be less than one (1); provided however, the business of this Corporation may be managed by its stockholders rather than a Board of Directors. In the management of the business of the Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders, for the management of the business of the Corporation.

Section 2. The principal officers of the corporation shall be:

Daniel Baldor 12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	President, Treasurer
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Rodolfo Baldor 12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	Secretary
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The officers shall be elected from time to time, in the manner set forth in the By-laws adopted by the Corporation unless the Stockholders of this Corporation shall decide the manage same in accordance with the provisions of Article XI, hereunder.

Section 3. The names of the officers who are to serve until the first election of officers of the first meeting of the directors and/or stockholders of this Corporation are:

Daniel Baldor 12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	President, Treasurer
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Rodolfo Baldor 12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	Secretary
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ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the First Board of Directors are:

Daniel Baldor
12000 Biscayne Boulevard
Suite 703
Miami, Florida 33181

Fred Sternberg
5100 Town Center Circle
Suite 560

Boca Raton, Florida 33486

Rodolfo Baldor
12000 Biscayne Boulevard
Suite 703
Miami, Florida 33181

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of each Subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefor, are:

<u>Name</u>	<u>Address</u>	<u>Consideration</u>
METROPOLITAN HEALTH NETWORK, Inc.	12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	125
COMPUBILL SYSTEMS, Inc.	12000 Biscayne Boulevard Suite 703 Miami, Florida 33181	375

ARTICLE X. INDEMNIFICATION

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting, by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. MANAGEMENT

In accordance with Chapter 607, Florida Statutes, the Stockholders of the Corporation may, by a majority vote of the stock entitled to vote, provide that the business of the Corporation shall be managed by one or more stockholders of the Corporation, rather than a Board of Directors, and any reference in these Articles to actions

of the Board of Directors or in the By-laws of the minutes of the Corporation shall apply to the actions of such stockholders, if in accordance with the provisions of this Article, they elect to manage the business of the Corporation.

ARTICLE XII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation of the date of signing.

DATED this 11 day of JANUARY, 2000.

COMPUBILL SYSTEMS, Inc.

BY: 

President

METROPOLITAN HEALTH NETWORK, Inc.

BY: 

President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I **HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the state and County named above, to take acknowledgments, personally appeared, DANIEL BALDOR, President of COMPUBILL SERVICES, Inc., who is personally known to me to be the person described hereinabove as an official subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged to me under oath, that he subscribed to those Articles of Incorporation.

Witness my hand and seal this 11 day of January, 2000.


NOTARY PUBLIC
State of Florida

My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

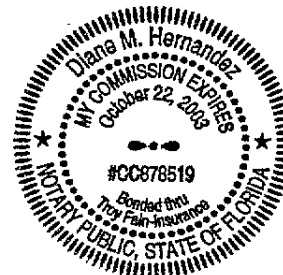


I **HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the state and County named above, to take acknowledgments, personally appeared, NOEL J GUILLAMA, President of METCARE SYSTEMS, Inc., who is personally known to me to be the person described hereinabove as an official subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged to me under oath, that he subscribed to those Articles of Incorporation.

Witness my hand and seal this 11 day of January, 2000.


NOTARY PUBLIC
State of Florida

My Commission Expires:



CERTIFIED DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA,

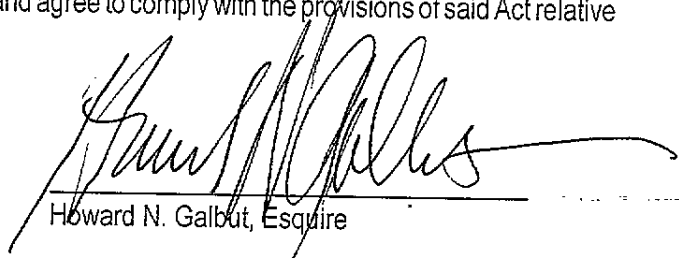
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 607, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

First, that METCARE HEALTH SYSTEMS, Inc., is desirous of organizing a corporation under laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the State of Florida, and has named HOWARD N. GALBUT, ESQUIRE, located a 999 Washington Avenue, Miami Beach, Florida 33139, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Howard N. Galbut, Esquire

FILED
00 JAN 18 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA