



THE UNITED STATES
CORPORATION
COMPANY

P01000040299

ACCOUNT NO. : 072100000032

REFERENCE : 122738 81517A

AUTHORIZATION : Patricia Pizato

COST LIMIT : \$ 78.75

ORDER DATE : April 20, 2001

ORDER TIME : 12:01 PM

ORDER NO. : 122738-005

CUSTOMER NO: 81517A

CUSTOMER: Denise Ben-david, Legal Asst
Ferrell Schultz Carter &
Fertel, P.a.
Suite 3400, Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

FILED
01 APR 20 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RBA CARE NETWORK, INC.

100004036241--9

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

Pt 4/20/01

RECEIVED

01 APR 20 PM 12:16

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

01 APR 20 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RBA CARE NETWORK, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes, the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

Name

The name of the Corporation is RBA CARE NETWORK, INC.

ARTICLE II

Duration

The term of existence of the Corporation is perpetual.

ARTICLE III

Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the formation and operation of a national network of care management and related providers and to enter into contracts and business relationships on behalf of the network; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

The aggregate number of shares that the Corporation has authority to issue is One Hundred Thousand (100,000), all of which shall be common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE V

Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI

Registered Office

The street address of the initial registered office of the Corporation is:

1201 Hays Street
Tallahassee, Florida 32301

The name of the registered agent at such address is:

Corporation Service Company

ARTICLE VII

Principal Office

The initial street address of the principal office of the Corporation in the State of Florida is:

2699 Stirling Road
Suite C-304
Fort Lauderdale, FL 33312

ARTICLE VIII

Directors

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

ARTICLE IX

Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sandra P. Greenblatt, Esq.	Ferrell Schultz Carter Zumpano & Fertel, P. A. 201 S Biscayne Blvd. 34 th Floor, Miami Center Miami, FL 33131

ARTICLE X

Indemnification

The Corporation shall indemnify the incorporator and any officer or director to the full extent permitted by law.

ARTICLE XI

Reimbursement for Organizational and Certain Other Preincorporation Expenses; Adoption of Contracts

The Corporation hereby adopts all contracts made on its behalf by the hereinabove mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinabove mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation.

ARTICLE XII
Right to Amend Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

19 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of April, 2001.

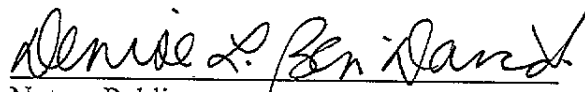

Sandra P. Greenblatt, Esq., Incorporator

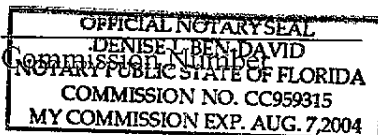
STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared Sandra P. Greenblatt, Esq., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and who produced his/her Florida Driver's License as proof of identity.

Witness my hand and official seal this 19th day of April, 2001, in the aforesaid County and State.

My Commission Expires: 8/7/2004.

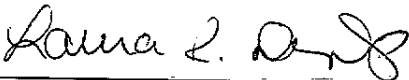

Notary Public



Denise L. Ben-David.
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for RBA CARE NETWORK, INC. at the place designated in the Articles of Incorporation; the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.



Its Agent, Laura R. Dunlap

DATE: APRIL 20, 2001

dck