



P02000054345

ACCOUNT NO. : 072100000032

REFERENCE : 583023 4303929

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : May 16, 2002

ORDER TIME : 11:02 AM

ORDER NO. : 583023-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.

1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

000005554820-11

DOMESTIC FILING

NAME: FIDELITY CARE MANAGEMENT, INC.

EFFECTIVE DATE: —

XX 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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
2002 MAY 16 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 MAY 16 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JS 5/16/02

ARTICLES OF INCORPORATION
OF
FIDELITY CARE MANAGEMENT, INC.

FILED
2002 MAY 16 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is FIDELITY CARE MANAGEMENT, INC. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is 2001 Polk Street, Hollywood, Florida 33020.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$.01 per share.

ARTICLE IV

The street address of the Company's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial Director, who will serve as the Corporation's director until successors are duly elected and qualified is:

Gladys Isabel Valdes
2001 Polk Street
Hollywood, Florida 33020

ARTICLE VI

The name of the Incorporator is Petra-Kate Califano and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of May, 2002.

Petra-Kate Califano
Petra-Kate Califano, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 607.

Corporation Service Company

Deborah D. Skipper

Agent for Registered Agent

Deborah D. Skipper
Asst. V. Pres.

May 16, 2002

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TALLAHASSEE FLORIDA