

P95000001697

SENT BY: XEROX Telecopier 7017; 1- 8-95 : 5:18PM :

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1-8-95 5:34:42

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [OFF]

File Edit Services Special Terminal Emulation CONNECTED 01:02:36
(((H95000000188))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133- 9-0000
TALLAHASSEE, FL 32399 CONTACT: VIRGINIA C KUIPER
FAX: (804) 922-4000 PHONE: (305) 858-5555
FAX: (305) 858-4777
(((H95000000188))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: NATIONAL CARE CENTERS NW, INC.
FAX AUDIT NUMBER: H95000000188 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/05/1995 TIME REQUESTED: 16:15:20
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

RECEIVED
95 JAN -6 PM 4:33
DIVISION OF CORPORATIONS

11/15
[Signature]

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133

TELEPHONE (305) 858-5555
FAX (305) 858-4777

445-188

Please deliver the following page(s) to:

NAME: Electronic Filing
ADDRESS: Department of State - Division of Corporations
TELECOPIER #: 904/922-4000
CONFIRMATION #: 904/487-6900
FROM: Virginia Santiago - Corporations Department
COMMENTS: Phone # 305 858 5555
Total number of pages including cover letter: 4
DATE: 1-5-95
A & E Reference: 11220.001

NOTICE TO RECIPIENT

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone, collect, at (305)858-5555, and return the original facsimile transmission to us at Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 via the U.S. Postal Service. We will reimburse you for the postage. Thank you.

FAX AUDIT NO. H95000000188

ARTICLES OF INCORPORATION
of
NATIONAL CARE CENTERS NW, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is NATIONAL CARE CENTERS NW, INC. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

7950 N.W. 53rd Street
Suite 210
Miami, Florida 33166

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be AZ Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is AZ Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 5, 1995.

AZ REGISTERED AGENT CORPORATION

By: JAY A. ZISKIND
Jay A. Ziskind, Vice President

This instrument prepared by:

Jose M. Berenguer
Florida Bar No. 347086
Adorno & Zeder, P.A.
2601 South Bayshore Drive - Suite 1600
Miami, Florida 33133
(305) 858-5555

FAX AUDIT NO. H95000000188

FAX AUDIT NO. H95000000188

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

NATIONAL CARE CENTERS NW, INC.

2. The name and address of the registered agent and the registered office is:

**AZ Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of **NATIONAL CARE CENTERS NW, INC.**, at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 5, 1995

AZ REGISTERED AGENT CORPORATION

By: 

**Jay A. Ziskind, Vice President
Registered Agent**

FAX AUDIT NO. H95000000188

Document Number Only

P95000001697

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

100001608171
-10/06/95--01094--006
****140.00 ****35.00

CF. 35

National Case Centers NW, Inc.

RECEIVED
95 SEP 7 PM 10
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS 7/8/8 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/27/95
3:00

RA Change
8/28/95
DC

PLEASE RETURN EXTRA COPY(S)
FILED

FILED
95 SEP 7 PM 4:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**STATEMENT OF CHANGE OR REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Section §607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or agent, or both, in the State of Florida.

- FIRST:** The name of the corporation is National Care Centers NW, Inc.
- SECOND:** The street address of its registered agent is 2601 S. Bayshore Dr., Ste 1600, Miami, Fl 33133.
- THIRD:** The street address to which its registered agent is to be changed is 7950 NW 53 Street, Ste 210, Miami, Fl 33166.
- FOURTH:** The name of its current registered agent is AZ Registered Agent Corporation.
- FIFTH:** The name of its successor agent is Marialena Diaz.
- SIXTH:** The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- SEVENTH:** Such change was authorized by resolution duly adopted by its board of directors.

Dated: September 6, 1995

By: 

President, Osvaldo S. Martinez

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent pursuant to the provisions of Section §607.0501, Florida Statutes.

By: 

Registered Agent

Date: September 6, 1995

FILED
95 SEP 27 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500001697

SC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 715477 *Priscilla P. Papp* 4135A

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
OCT 24 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 24, 1995

ORDER TIME : 9:27 AM

ORDER NO. : 715477

400001618314

CUSTOMER NO: 4135A

CUSTOMER: Debra E. Kirschner, Legal Asst
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: NATIONAL CARE CENTERS NW, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *AKG*
OK
10/24

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
NATIONAL CARE CENTERS NW, INC.

I

The name of the corporation is National Care Centers NW, Inc.

II

Article VIII of the Articles of Incorporation of the Corporation is hereby repealed in its entirety and replaced with the following Article VIII:

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or former officer or director as permitted in the Amended and Restated Bylaws of the Corporation.

III

The foregoing Amendment was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by the joint written consent of the sole member of the board of directors and sole shareholder of the Corporation dated as of the 20th day of October, 1995. The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, NATIONAL CARE CENTERS NW, INC. has caused these Articles of Amendment to be executed as of the 20th day of October, 1995.

NATIONAL CARE CENTERS NW, INC.

By: _____

Osvaldo S. Martinez, President

FILED
95 OCT 26 PM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P 95000001697



PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 071574 4306424

AUTHORIZATION

Patricia Pizant

COST LIMIT : \$ 87.50

FILED
96 DEC -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 1996

ORDER TIME : 1:11 PM

ORDER NO. : 071574

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

900001937323

DOMESTIC AMENDMENT FILING

NAME: NATIONAL CARE CENTERS NW, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

RECEIVED
96 AUG 30 PM 3:59
DIVISION OF CORPORATION

N. HENDRICKS DEC - 5 1996

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

W 96 -18340
KRB
82



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1996

CSC NETWORKS
VICTORIA L. PEREZ
TALLAHASSEE, FL 32301

SUBJECT: NATIONAL CARE CENTERS NW, INC.
Ref. Number: P95000001697

We have received your document for NATIONAL CARE CENTERS NW, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year, \$138.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1996 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00041170

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 176953 4306424

AUTHORIZATION : *Patricia Pysit*

COST LIMIT : \$ 87.50

ORDER DATE : December 5, 1996

ORDER TIME : 11:10 AM

~~000002821050--E~~

ORDER NO. : 176953-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: NATIONAL CARE CENTER NW, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS: _____

RECEIVED
95 DEC -5 PM 12:27
DIVISION OF CORP. REG.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NATIONAL CARE CENTERS NW, INC.**

FILED
96 DEC -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is National Care Centers NW, Inc.
(the "Corporation").

II.

Article I of the Articles of Incorporation of the Corporation is hereby amended
to read in its entirety as follows:

ARTICLE I - NAME

The name of the corporation is CareMed Medical Group of West Coral Springs, INC.
(hereinafter called the "Corporation").

III.

This Amendment was adopted pursuant to Sections 607.0821 and 607.0704
of the Florida Business Corporation Act by the written consent of the members of the
board of directors of the Corporation dated as of August 28, 1996 and by the written
consent of the sole holder of all of the outstanding shares of common stock of the
Corporation dated as of August 28, 1996. The number of votes cast for the amendment
was sufficient for approval by the sole shareholder.

IN WITNESS WHEREOF, National Care Centers NW, Inc. has caused these
Articles of Amendment to be executed as of the 28 day of August, 1996.

National Care Centers NW, Inc.

Osvaldo S. Martinez

By: _____

President

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 NOV 14 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000001697**

Corporation Name

NATIONAL CARE CENTERS NW, INC.



Principal Place of Business

7950 NW 53RD STREET STE. 210
MIAMI FL 33166

Mailing Address

7950 NW 53RD STREET STE. 210
MIAMI FL 33166

If above addresses are incorrect in any way, fill through incorrect information and enter correction below.

REINSTATEMENT

2. New Principal Office Address, If Applicable		3. New Mailing Office Address, If Applicable	
Suite, Apt. #, etc.		P.O. Box	
City & State		City & State	
Zip		Zip	
Country		Country	

4. Date Incorporated or Qualified To Do Business in Florida	
01/08/1995	
5. FEI Number	Applied For
65-0603447	Not Applicable
6. CERTIFICATE OF STATUS DESIRED <input checked="" type="checkbox"/> SR 15	

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	MARTINEZ, OSVALDO S	7950 NW 53 St. Ste 210	Miami, Florida 33166
			500002006725--7
			-11/18/96--01007--029
			*****3.75 *****8.75
			500002006725--7
			-11/18/96--01007--024
			****375.00 ****375.00

8. Name and Address of Current Registered Agent		9. Name and Address of New Registered Agent	
DIAZ, MARIALENA 7950 N.W. 53 STREET SUITE 210 MIAMI FL 33166		Name Street Address (P.O. Box Number is Not Acceptable) 9325 NW 53 ST Suite, Apt. #, Etc. Suite 100 City Miami State FL Zip Code 33166	

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent Marialeena Diaz Date 11/2/96

REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: Marialeena Diaz Date _____ Daytime Phone # _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

P95000001697

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CAREMED MEDICAL GROUP OF WEST CORAL SPRINGS, INC., A FLORIDA
CORPORATION, P9500001697

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000026997

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50