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((H95000001897))) 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- 02-
TALLAHASSEE, FL 32399 CONTACT: CHRISTINE A SEQUENZIA
FAX: (904) 922-4000 PHONE: (305) 858-5555
FAX: (305) 858-4777

((H95000001897))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COORDINATED HEALTHCARE, INC.
FAX AUDIT NUMBER: H95000001897 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/15/1995 TIME REQUESTED: 16:38:44
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072100000120

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((H95000001897))) 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- 02-
TALLAHASSEE, FL 32399 CONTACT: CHRISTINE A SEQUENZIA
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((H95000001897))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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((H95000001897))) 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

FAX AUDIT NO: H95000001897

ARTICLES OF INCORPORATION
of
Coordinated HealthCare, 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 Coordinated HealthCare, Inc. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

2050 West 56 Street
Suite 123
Hialeah, Florida 33016

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 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 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation shall be A Z REGISTERED AGENT CORPORATION, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Arnold M. Jaffee, 2601 S. Bayshore Drive, Miami, Florida 33133.

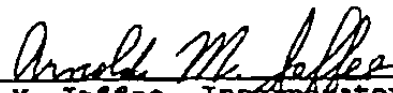
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 15, 1995.

THIS INSTRUMENT PREPARED BY:

ARNOLD M. JAFFEE, ESQ.

Adorno & Zeder, 2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133 (305-858-3555)

titransfer\corpe\coordhealth.art


Arnold M. Jaffee, Incorporator

FAX AUDIT NO: H95000001897

Florida Bar No: 358487

FAX AUDIT NO: H95000001897

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

1. The name of the Corporation is:

Coordinated HealthCare, Inc.

2. The name and address of the registered agent and the
registered office is: A Z REGISTERED AGENT CORPORATION, 3601 S.
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
Coordinated HealthCare, 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: February 15, 1995.

A Z REGISTERED AGENT CORPORATION,
a Florida corporation

By:

Arnold M. Jaffee
Arnold M. Jaffee,
Vice President

T:\transfer\corps\corhealth.reg

FAX AUDIT NO: H95000001897

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TALLAHASSEE, FLORIDA

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95 OCT 25 11 3 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 716575 6386A

AUTHORIZATION

Patricia Pizzato

COST LIMIT : 9 87.50

ORDER DATE : October 25, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 716575

CUSTOMER NO: 6386A

800001619878

CUSTOMER: Justin Wilson, Legal Assistant
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

ARTICLES OF MERGER

OPTIMA MEDICAL GROUP OF
HIALEAH, INC. & OPTIMA MEDICAL
GROUP OF NO. MIAMI, INC.

INTO

COORDINATED HEALTHCARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

N. HENDRICKS OCT 25 1995

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

OPTIMA MEDICAL GROUP OF HIALEAH, INC., A FLORIDA CORPORATION,
P93000025504

OPTIMA MEDICAL GROUP OF NO. MIAMI, INC. A FLORIDA CORPORATION,
P93000025305

INTO

COORDINATED HEALTHCARE, INC., a Florida corporation, P95000013296

File date: October 25, 1995

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 157.50

FILED

ARTICLES OF MERGER

95 OCT 25 11 3:00

OF

OPTIMA MEDICAL GROUP OF HIALEAH, INC.
(a Florida corporation)

OPTIMA MEDICAL GROUP OF NO. MIAMI, INC.
(a Florida corporation)

AND

COORDINATED HEALTHCARE, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Article of Merger provide that:

1. Optima Medical Group of Hialeah, Inc., a Florida corporation ("Optima Hialeah"), and Optima Medical Group of No. Miami, Inc., a Florida corporation ("Optima No. Miami"), shall each be merged with and into Coordinated Health Care, Inc., a Florida corporation ("Coordinated") which shall be the surviving corporation.

2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. The Agreement and Plan of Merger dated October 16, 1995, pursuant to which Optima Hialeah and Optima No. Miami shall be merged with and into Coordinated (the "Merger"), was unanimously adopted by the shareholders of Optima Hialeah and was unanimously adopted by the shareholders of Optima No. Miami by resolutions adopted on October 16, 1995, and by the shareholders of Coordinated by resolutions adopted October 16, 1995.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Optima Hialeah, Optima No. Miami and Coordinated by their authorized officers as of October 16, 1995.

OPTIMA MEDICAL GROUP OF HIALEAH, INC.

By: Alfredo E. Taule
Alfredo E. Taule, President

By: Alfredo E. Taule
Alfredo E. Taule, Secretary

[SIGNATURES CONTINUED ON NEXT PAGE]

OPTIMA MEDICAL GROUP OF NO. MIAMI, INC.

By: Alfredo E. Taule
Alfredo E. Taule, President

By: Alfredo E. Taule
Alfredo E. Taule, Secretary

COORDINATED HEALTHCARE, INC.

By: Thomas J. Taule
Thomas J. Taule, President

By: Thomas J. Taule
Thomas J. Taule, Secretary

c:\wp51\docs\amj\optima.art

AGREEMENT AND PLAN OF MERGER

BETWEEN

OPTIMA MEDICAL GROUP OF HIALEAH, INC.
(a Florida corporation)

AND

OPTIMA MEDICAL GROUP OF NO. MIAMI, INC.
(a Florida corporation)

AND

COORDINATED HEALTHCARE, INC.
(a Florida corporation)

Agreement and Plan of Merger dated October 16, 1995
between Optima Medical Group of Hialeah, Inc., a Florida
corporation ("Optima Hialeah"), Optima Medical Group of No. Miami,
Inc., a Florida corporation ("Optima No. Miami"), and Coordinated
HealthCare, Inc., a Florida corporation ("Coordinated").

AGREEMENT

In consideration of the mutual covenants set forth in this
Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and
the Florida Business Corporation Act, at the Effective Time (as
defined below), Optima Hialeah and Optima No. Miami shall be merged
with and into Coordinated (the "Merger"), the separate and
corporate existence of each of Optima Hialeah and Optima No. Miami
shall cease, and Coordinated (the "Surviving Corporation") shall
continue its corporate existence pursuant to the laws of Florida
under its present name. (Optima Hialeah, Optima No. Miami and
Coordinated are collectively referred to as the "Constituent
Corporation.")

2. The Merger shall become effective as of the date on which
the articles of merger are filed with the Secretary of State of
Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every
interest in all assets and property of every description. The
rights, privileges, immunities, powers, franchises and authority,
of a public as well as private nature of each of the Constituent
Corporations shall be vested in the Surviving Corporation without
further act or deed. The title to and any interest in all real
estate vested in any of the Constituent Corporations shall not
revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of Optima Hialeah and Optima No. Miami shall be canceled, and each of the shareholders of Optima Hialeah and Optima No. Miami shall receive an aggregate of 19 shares of Coordinated capital stock; and

(b) each issued and outstanding share of the capital stock of Coordinated shall remain issued and outstanding.

6. The articles of incorporation of Coordinated in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

OPTIMA MEDICAL GROUP OF HIALEAH, INC.

Attested By:

Alfredo E. Taule
Alfredo E. Taule
Secretary

By:

Alfredo E. Taule
Alfredo E. Taule
President

OPTIMA MEDICAL GROUP OF NO. MIAMI, INC.

Attested By:

Alfredo E. Taule
Alfredo E. Taule
Secretary

By:

Alfredo E. Taule
Alfredo E. Taule
President

COORDINATED HEALTHCARE, INC.

Attested By:

Thomas J. Taule
Thomas J. Taule,
Secretary

By:

Thomas J. Taule
Thomas J. Taule,
President

SENT BY Telex 7020 : 1-16-96 : 4:58PM

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FLORIDA DIVISION OF CORPORATIONS

((H96000000779))

PUBLIC ACCESS SYSTEM
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-

TALLAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7098

FAX: (305) 858-4777

((H96000000779))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: COORDINATED HEALTHCARE, INC.

FAX AUDIT NUMBER: H96000000779

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/16/1996

TIME REQUESTED: 15:49:27

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER:

072100000120

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

96 JAN 17 AM 8:41

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ADORNO & ZEDER, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

(305) 858-5555

Facsimile (305) 858-4777

January 16, 1996

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CONFIRMATION NO. (904) 487-8900

FROM: Justin T. Wilson (305) 860-7098

FAX NO. (305) 858-4777

COMMENTS: PLEASE FILE ARTICLES OF AMENDMENT

TOTAL NUMBER OF PAGES, INCLUDING COVER LETTER: 3

A&Z REFERENCE No.: 11812.001

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COORDINATED HEALTHCARE, INC.

FILED
96 JAN 17 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of COORDINATED HEALTHCARE, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is COORDINATED HEALTHCARE, INC.
2. The following provisions of the Articles of Incorporation of the Corporation be and they hereby are amended in the following particulars:

Article III be and it hereby is amended in its entirety to read as follows:

"The maximum number of shares which this Corporation is authorized to have outstanding at any time is 5,000,000 shares of Common Stock having a par value of \$0.01 per share."


3. The foregoing amendment was adopted all of the shareholders and the sole director of the Corporation by joint written consent dated January 12, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 12 day of January, 1996.

This document prepared by:
Arnold M. Jaffee
Florida Bar # 358487
2601 S. Bayshore Dr.
Suite 1600

10051/jtw

Miami, FL 33133
(305) 858-5555


Thomas J. Taule, President

H96000000779

P95000013296

GLASSBERG & GLASSBERG, P.A.

1450 ANDRUGA AVENUE
SUITE 301
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
DAVID M. GLASSBERG
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DAVID M. GLASSBERG

(07/07/96)
TAX (07/07/96)

June 20, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

SENT VIA FEDERAL EXPRESS

RE: COORDINATED HEALTHCARE, INC.

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-06/25/96--01058--000
*****35.00 *****35.00

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of COORDINATED HEALTHCARE, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned Articles of Amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/lr
c:\corp\coordin.amd

SH 6/27
Amend.

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96 JUN 24 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
FOR
COORDINATED HEALTHCARE, INC.

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

COORDINATED HEALTHCARE, INC. (the "Corporation")

2. The Articles of Incorporation are amended by striking therefrom Article III, in its entirety, and inserting in place thereof the following:

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Common Stock. The number of shares of Common Stock authorized to be issued is twenty million (20,000,000) and shall have a par value of \$.001 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to 100% of the assets of this Corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the shares of Common Stock according to the number of shares of Common Stock held by each such holder.

1.2 Reorganization. A reorganization, consolidation or merger of this Corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this Corporation, or a sale or other transfer, in a single transaction or in a series of related transactions, of 50% or more of the outstanding shares of Common Stock of this Corporation, shall not be deemed a liquidation, dissolution or winding up of this Corporation for the purpose of this Article III.

1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this Corporation.

1.4 Dividend Rights. The holders of the then outstanding Common Stock shall be entitled to receive 100% percent of any dividends, when and as declared by the Board of Directors of this Corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder. Such dividends may be

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

payable quarterly or otherwise as the Board of Directors of this Corporation may from time to time determine.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Common Stock to vote on any matters submitted to shareholders of this Corporation shall be as follows: each holder of shares of Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this Corporation and shall be entitled to one (1) vote for each share of Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

3. Creation of Class "A" Warrants and Reserving shares of Common Stock for Issuance upon Exercise of the Warrants.

The Corporation hereby creates an issue of Class "A" Warrants, granting the right to purchase shares of Common Stock of the Corporation, as set forth herein and in the form of Class "A" Warrant adopted by the Board of Directors of the Corporation.

The Corporation hereby authorizes the issuance of Class "A" Warrants, granting the right to a holder of Class "A" Warrants to purchase one (1) share of Common Stock of the Corporation for each Warrant held. The right of the holders of the Class "A" Warrants to purchase shares of Common Stock shall commence on the issuance of the Common Stock and shall expire on the 31st day of March, 1997.

The Corporation shall have sufficient shares of Common Stock of the Corporation authorized. Said authorized Shares of Common Stock shall be reserved for the sale to holders of said Class "A" Warrants, or their assigns. Said reserved shares of Common Stock shall only be issued upon the exercise of said Warrants.

The holders of the Warrants may exercise their Class "A" Warrants by remitting 1.00 per share of Common Stock desired. Shares of Common Stock of the Corporation are hereby appropriated, reserved, and irrevocably set aside until March 31, 1997, for the purpose of satisfying the rights of the bearers of said Warrants by the sale to them of said shares of Common Stock, in accordance with the terms and provisions thereof; and that as and when said Warrants are exercised by the bearers thereof, and the price for said shares of Common Stock are paid, as provided in said Warrants, the Corporation shall issue, out of said shares of Common Stock, certificates for shares of Common Stock, in satisfaction of said Warrants.

The Articles of Incorporation are amended by adding Article VI, as follows:

ARTICLE VI - INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its Incorporators, Officers and Directors to the fullest extent permitted by law either now or hereafter in effect.

The foregoing amendment was adopted by the members of the Board of Directors and the Stockholders present at the Special Joint Meeting of the Shareholders and Board of Directors, pursuant to Florida Statutes, on the 4th day of January, 1996.

There are no other Stockholders or Directors entitled to vote on this Amendment.

IN WITNESS WHEREOF, Thomas J. Taule, President and Director of the Corporation, Alfred Taule, Secretary and Director of the Corporation, Frederic D. Giffords, Director of the Corporation and Mario S. Gonzalez, Director of the Corporation, have executed these Articles of Amendment this 4th day of January, 1996.

Thomas J. Taule
Thomas J. Taule, President and
Director

Alfred Taule
Alfred Taule, Secretary and
Director

Frederic D. Giffords
Frederic D. Giffords, Director

Mario S. Gonzalez
Mario S. Gonzalez, Director

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Articles of Amendment was acknowledged before me the day and year last above written by Thomas J. Taule, President and Director of the Corporation, Alfred Taule, Secretary and Director of the Corporation, Frederic D. Giffords, Director of the Corporation and Mario S. Gonzalez, Director of the Corporation, on behalf of the Corporation.

[Signature]
Notary Public, State of Florida

My Commission expires: