

MIAMI (208) 788 3200 + BAHAMAS (208) 483 8440
PAS (208) 788 3188

[illegible][illegible][illegible][illegible][illegible][illegible]

P95000023075

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Certified No. P 006 076 855
Return Receipt Requested

RE: SOUTH FLORIDA PROVIDER SERVICES, INC.

500001435795
-03/22/95--01010--012
***122.50 ***122.50

To Whom It May Concern:

Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-captioned corporation and a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50

Total: \$122.50

Please file one original and certify the copy. I have included a self-addressed stamped envelope for the return of the certified copy.

Please contact the undersigned at (305)789-3545, if you should need additional information. Thank you for your cooperation.

Very truly yours,

Marcia K. Cox
Legal Assistant for the Firm

/mkc
Enclosures
cc: Francisco J. Menendez, Esq.
JAMKASEC-STAT.ART

MIAMI**FORT LAUDERDALE****TAMPA**

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PROVIDER SERVICES, INC.**

FILED
1935 MAR 21 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is South Florida Provider Services, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2333 Brickell Avenue, Suite 2315, Miami, Florida 33131.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Francisco J. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Rina V. Menendez	2333 Brickell Avenue Suite 2315 Miami, Florida 33131
Paul Gerald Silverio-Benet	2333 Brickell Avenue Suite 2315 Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Francisco J. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.


IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 15th day of March, 1995.


Francisco J. Menendez,
Incorporator

FILED
MAR 21 1995
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.


Francisco J. Menendez,
Registered Agent

I:\W-COU3249\1000\ART-INC.SFP

LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

RECURSUS TOWER
100 WEST PALMER STREET
TALLAHASSEE, FLORIDA 32301
(904) 789-3545 • BRANCH OFFICE
(904) 789-3545

P95000023075

1. RICHARD ALHADEFF
LIVING JACKSONVILLE
STUART D. ADAMS
THOMAS P. ADAMS
LAWRENCE J. BAKER
PATRICK A. BARRY
SHARON BAYNE
IRA E. BOWEN
BLANCK FLEMING SPAN II
IRA E. BOWEN
MADE J. BOWEN
MADE C. BOWEN
DAVID A. CARABELLA
CLARE BARBY CARRAWAY
WILLIAM CHAMBERLAIN
PETER L. CHAMBERLAIN

CHRISTINA DE CROAZ
DAVID P. CROAZ
SHARON CLARK TURNER
ALAN H. FORD
ROBERT L. FORD
CHAS. M. FORTIN
ROBERT E. GALLAGHER, JR.
PATRICIA R. GIBSON
MARVIN D. GIBSON ATT
ALICE R. HUBBARD
MICHAEL B. JACKSON
J. GREGORY JACOB
THEODORE A. JEWELL
ANDRE C. JOHNSON
CHERYL A. KAPLAN
ELIZABETH J. KELLER

MICHAEL I. MEYER
THOMAS D. SLOAN
THOMAS T. SLOAN
THOMAS A. LAM
VERNON L. LAM
DAVID R. LAM
JOY SPILNER LAMSON
SHARON J. MCKENNA
ANTHONY R. MCKENNA
FRANCISCO J. MCKENNA
ALAN W. MILLER
ADAM C. MCKENNA
MICHAEL J. MCKENNA
MICHAEL D. MCKENNA, JR.
JOHN R. MCKENNA
JOHN R. CLARK

ROBERT C. CHAMBERLAIN
PATRICIA A. CHAMBERLAIN
CLARENCE M. CHAMBERLAIN
CLARENCE M. CHAMBERLAIN
CLARENCE M. CHAMBERLAIN
BETTY CHAMBERLAIN
STEVEN D. CHAMBERLAIN
CLAUDIA J. CHAMBERLAIN
MARI L. CHAMBERLAIN
RICHARD E. CHAMBERLAIN
MADE A. CHAMBERLAIN
ROBERT P. CHAMBERLAIN
MARTIN P. CHAMBERLAIN
CLARENCE M. CHAMBERLAIN
CLARENCE M. CHAMBERLAIN
MADE D. CHAMBERLAIN

JO CLARK SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR
CLARENCE M. SPEAR

July 28, 1995

Amended & Restated

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Certified No. Z 360 031 508
Return Receipt Requested *Articles*

Re: SOUTH FLORIDA PROVIDER SERVICES, INC.

To Whom It May Concern:

400001551504
-08/02/95--01010--003
*****87.50 *****87.50

I have enclosed two fully executed copies of an Amended and Restated Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$87.50 to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Total:	\$ 87.50

Please file the original and certify the copy. I have included a self-addressed stamped envelope for the return of the certified copy.

Please contact the undersigned at (305) 789-3545, if you should need any further information. Thank you for your cooperation.

Very truly yours,
[Signature]
Marcia K. Cox
Legal Assistant

FILED
95 AUG -2 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mkc
Enclosures
cc: Francisco J. Menendez, Esq.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA PROVIDER SERVICES, INC.

FILED
95 AUG -2 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of SOUTH FLORIDA PROVIDER SERVICES, INC., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation, to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is SOUTH FLORIDA PROVIDER SERVICES, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 8932 S.W. 142nd Avenue, Suite 818, Miami, Florida 33186.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration

shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Paul Gerald Silverio-Benet	8932 S.W. 142nd Avenue Suite 818 Miami, Florida 33186

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the Board of Directors of the Corporation is:

Name

Address

Paul Gerald Silverio-Benet

8932 S.W. 142nd Avenue
Suite 818
Miami, Florida 33186

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

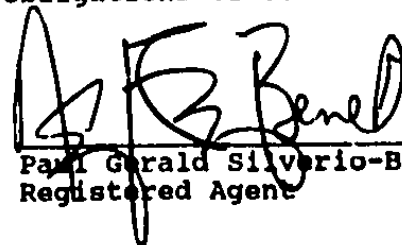
The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by at least a majority of the shareholders and all of the directors of the Corporation by unanimous written consent in lieu of a meeting on July 8th, 1995. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 8th day of July, 1995.


Paul Gerald Silverio-Benet,
President

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Paul Gerald Silverio-Benet,
Registered Agent

I:\W-CO\32491\000\ART-AMD.SFP