

995000026997

FILED

95 APR -5 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000061010660082
****122.50 ****122.50

Sunstate Research
(Requestor's Name)
PO Box 11271
(Address)
Tallahassee FL 32307
(City, State, Zip) (Phone #)

OFFICE USE ONLY

200001448132

-04/05/95--01066--009
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- National Health of Hialeah, Inc
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS APR - 5 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NATIONAL HEALTH OF HIALEAH, INC.**

FILED
95 APR -5 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLA.

ARTICLE I - NAME

The name of this Corporation is NATIONAL HEALTH OF HIALEAH, INC. and its address is 7950 N.W. 53rd Street, Suite 210, Miami, FL 33166.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
OSVALDO MARTINEZ	7950 N.W. 53rd Street, Suite 210 Miami, FL 33166

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

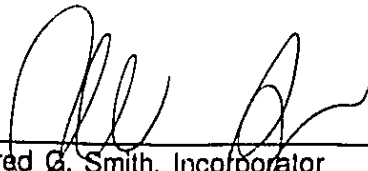
ARTICLE IX - INCORPORATOR

The name the person signing these Articles is Alfred G. Smith, and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of April, 1995.



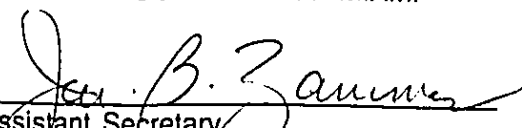
Alfred G. Smith, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 3rd DAY OF APRIL, 1995.

CORPORATION COMPANY OF MIAMI

By 
Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

J. B. Zammis

P95000026997

Sunstate Research
(Requestor's Name)
PO Box 11271
(Address)
Tallahassee FL 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

000001549440
-07/31/95--01047--007
*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- National Health of Hialeah, Inc
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
<input checked="" type="checkbox"/> Amendment <u>NC</u>
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 31 AM 11:38

Examiner's Initials **TLL**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 31 AM 11:37

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
NATIONAL HEALTH OF HIALEAH, INC.

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is NATIONAL HEALTH OF HIALEAH, INC. (the "Corporation").

2. The following amendment of the Articles of Incorporation was agreed to and adopted by the sole director and shareholder of the Corporation on the 25th day of July, 1995, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of the Corporation shall be NATIONAL HEALTH ADMINISTRATORS, INC., and its address shall be 7950 N.W. 53rd Street, Suite 210, Miami, Florida 33166."

Dated: 7/25/95

NATIONAL HEALTH OF HIALEAH, INC.,
a Florida corporation

By: [Signature]

Oswaldo Martínez, President

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0193 FAX

800-342-8086



networks
PRACTICE HALL
LEGAL & FINANCIAL SERVICES

P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 735148 4135A

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : 9 87.50

ORDER DATE : November 14, 1995

000001035403

ORDER TIME : 10:06 AM

ORDER NO. : 735148

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 HEALTH ADMINISTRATORS
INC.

FILED
55 NOV 14 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

*Amendment
11/14/95*

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
NATIONAL HEALTH ADMINISTRATORS, INC.

I

The Name of the corporation is National Health Administrators, 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

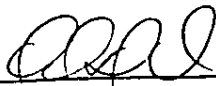
The Corporation shall indemnify any officer or director or former officer or director as permitted in the Amended and Restated Bylaws of the Corporation.

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 10th day of November, 1995. The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, NATIONAL HEALTH ADMINISTRATORS, INC. has caused these Articles of Amendment to be executed as of the 10th day of November, 1995.

NATIONAL HEALTH ADMINISTRATORS, INC.

By: 
Osvaldo S. Martinez, President

FILED
95 NOV 14 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1201 HAYS STREET

800-333-8006

P9500026997



95 JUL 22 PM 12:10

ACCOUNT NO. : 072100000032

REFERENCE : 026969 4306424

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 87.50

ORDER DATE : July 22, 1996

ORDER TIME : 11:16 AM

200001900462

ORDER NO. : 026969

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 HEALTH ADMINISTRATORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris
EXAMINER'S INITIALS: _____

FILED
96 JUL 22 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO
RES
7/22

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NATIONAL HEALTH ADMINISTRATORS, INC.**

FILED
96 JUL 22 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is National Health Administrators, 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 Health Administrator's, 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 July 17, 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 July 17, 1996. The number of votes cast for the amendment was sufficient for approval by the sole shareholder.

IN WITNESS WHEREOF, National Health Administrators, Inc. has caused these Articles of Amendment to be executed as of the 17th day of July, 1996.

National Health Administrators, Inc.

Oswaldo S. Martinez

By: _____

President

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-34-8080
P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pyjut*
COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2 08
SECRET
TALMONT

ORDER DATE : December 30, 1996
ORDER TIME : 1:38 PM
ORDER NO. : 204891-110
CUSTOMER NO: 4306424

700002041447--3

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
KENDALL, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

96-55498

RECEIVED
DEC 30 1996

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

**NATIONAL CARE CENTERS OF KENDALL, INC., A FLORIDA
CORPORATION, P96000055498**

INTO

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

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000632

Account charged: 122.50

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF KENDALL, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

FILED
96 DEC 30 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Kendall, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Kendall, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Kendall, Inc.

B. All of the issued and outstanding shares of National Care Centers of Kendall, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF KENDALL, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
PALAHASSSE, FL 33409-2607
904-221-0171
904-221-0171 X

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : Patricia Puyot
COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996
ORDER TIME : 1:23 PM
ORDER NO. : 204891-040
CUSTOMER NO: 4306424

100002041481--8

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

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
PINE ISLAND, INC.

P96-87089

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 29 PM 2:35
SECRETARY OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

N. HENDRICKS DEC 31 1996

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF PINE ISLAND, INC., A FLORIDA
CORPORATION, P9600087089**

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

FILED
96 DEC 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF PINE ISLAND, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Pine Island, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Pine Island, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Pine Island, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Pine Island, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF PINE ISLAND, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION :
COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:33 PM

700002041457--2

ORDER NO. : 204891-090

CUSTOMER NO: 4306424

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
DELGADILLO, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

P96-55481

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

RECEIVED
96 DEC 30 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF DELGADILLO, INC., A FLORIDA
CORPORATION, P96000055481**

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

FILED
96 DEC 30 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF DELGADILLO, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Delgadillo, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Delgadillo, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Delgadillo, Inc.

B. All of the issued and outstanding shares of National Care Centers of Delgadillo, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.


C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.


NATIONAL CARE CENTERS OF DELGADILLO, INC.

By: _____


Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: _____


Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Poynter

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2 09
SECRET
TALLAHASSEE

ORDER DATE : December 30, 1996

ORDER TIME : 1:26 PM

ORDER NO. : 204891-075

CUSTOMER NO: 4306424

000002041470--2

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
ALLAPATAH, INC.

96-55463

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF ALLAPATAH, INC., A FLORIDA
CORPORATION, P96000055463**

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

FILED
96 DEC 30 PM 2:09
SECRET
TALLAHASSEE

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF ALLAPATAH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Allapatah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Allapatah, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Allapatah, Inc.

B. All of the issued and outstanding shares of National Care Centers of Allapatah, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December ~~27~~²⁷th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF ALLAPATAH, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-22-0111
904-22-0193 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pysyk*
COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:03
SECRET
TALLAHASSEE, FL

ORDER DATE : December 30, 1996

ORDER TIME : 1:26 PM

ORDER NO. : 204891-080

CUSTOMER NO: 4306424

100002041471--9

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
CENTRAL HIALEAH, INC.

P95-67755

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 PM 2:03
SECRET
TALLAHASSEE, FL

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF CENTRAL HIALEAH, INC., A FLORIDA
CORPORATION, P95000067755**

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

FILED
96 DEC 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF CENTRAL HIALEAH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Central Hialeah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Central Hialeah, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Central Hialeah, Inc.

B. All of the issued and outstanding shares of National Care Centers of Central Hialeah, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

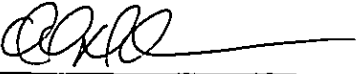
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF CENTRAL HIALEAH, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pizju*

COST LIMIT : \$ 122.50

FILED
95 DEC 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 204891-070

CUSTOMER NO: 4306424

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

500002041475--6

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
WEST CORAL SPRINGS, INC.

P95-1697

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

RECEIVED
95 DEC 30 PM 2:05
DIVISION OF CORPORATION

**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

FILED
96 DEC 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF WEST CORAL SPRINGS, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of West Coral Springs, Inc. (formerly named National Care Centers NW, Inc.), a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of West Coral Springs, Inc. (formerly named National Care Centers NW, Inc.) shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of West Coral Springs, Inc. (formerly named National Care Centers NW, Inc.).

B. All of the issued and outstanding shares of CareMed Medical Group of West Coral Springs, Inc. (formerly named National Care Centers NW, Inc.) (1000 shares of common stock, par value \$.01 per share) are presently owned and held by


the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF WEST CORAL SPRINGS, INC

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pysz*

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:10
TALLAHASSEE, FL
SECRETARY OF STATE

ORDER DATE : December 30, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 204891-065

CUSTOMER NO: 4306424

700002041477--0

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

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
VARADERO, INC.

996-87091

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 30 PM 2:35
DIVISION OF REGISTRATION

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF VARADERO, INC., A FLORIDA
CORPORATION, P96000087091**

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

FILED
96 DEC 30 PM 2:10
SECRET
TALLAHASSEE

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF VARADERO, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Varadero, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Varadero, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Varadero, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Varadero, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF VARADERO, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : *Patricia Pujat*
COST LIMIT : \$ 122.50

96 DEC 30 PM 2 10
FILED
SECRET
TALLAHASSEE, FL

ORDER DATE : December 30, 1996
ORDER TIME : 1:24 PM
ORDER NO. : 204891-060
CUSTOMER NO: 4306424

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

8000002041478--7

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
TAMARAC, INC.

P96-55507

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 31 2 35
SECRET
TALLAHASSEE, FL

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED MEDICAL GROUP OF TAMARAC, INC., A FLORIDA
CORPORATION, P96000055507

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

FILED
96 DEC 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF TAMARAC, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Tamarac, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Tamarac, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Tamarac, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Tamarac, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF TAMARAC, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P95000026997

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
TEL: 904-22-0300 FAX: 904-22-0300

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyatt

FILED
96 DEC 30 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:34 PM

ORDER NO. : 204891-095

CUSTOMER NO: 4306424

100002041451--1

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
DOCTOR'S INDEPENDENT, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael F. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF DOCTOR'S INDEPENDENT, INC., A
FLORIDA CORPORATION, P96000055467**

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

FILED
96 DEC 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF DOCTOR'S INDEPENDENT, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Doctor's Independent, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Doctor's Independent, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Doctor's Independent, Inc.

B. All of the issued and outstanding shares of National Care Centers of Doctor's Independent, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

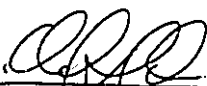
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF DOCTOR'S INDEPENDENT, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9393

800-342-8086

P95000026997



networks

PROFESSIONAL
CERTIFICATION SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

Patricia Kijack

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:18
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 204891-105

CUSTOMER NO: 4306424

800002041448--0

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
HOMESTEAD, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 PM 2:31
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF HOMESTEAD, INC., A FLORIDA
CORPORATION, P95000050030**

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

FILED
96 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF HOMESTEAD, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Homestead, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Homestead, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Homestead, Inc.

B. All of the issued and outstanding shares of National Care Centers of Homestead, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

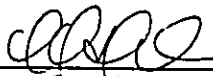
corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

NATIONAL CARE CENTERS OF HOMESTEAD, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9111
904-222-3931 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032
REFERENCE : 204891 4306424
AUTHORIZATION : Patricia Pzyus
COST LIMIT : \$ 122.50

SECRET
96 DEC 30 PM 2 16
FILED

ORDER DATE : December 30, 1996
ORDER TIME : 1:26 PM
ORDER NO. : 204891-085
CUSTOMER NO: 4306424

400002041454--2

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

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
CORAL GABLES, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
DEC 30 1996

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF CORAL GABLES, INC., A FLORIDA
CORPORATION, P95000067741**

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

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF CORAL GABLES, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

FILED
96 DEC 30 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. National Care Centers of Coral Gables, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which National Care Centers of Coral Gables, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is National Care Centers of Coral Gables, Inc.

B. All of the issued and outstanding shares of National Care Centers of Coral Gables, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 17th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December __, 1996.

NATIONAL CARE CENTERS OF CORAL GABLES, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-3607
904-224-1931 FAX

800-342-8086

P9 5000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

FILED
96 DEC 30 11 2 15
SECRETARY

ORDER DATE : December 30, 1996

ORDER TIME : 1:21 PM

ORDER NO. : 204891-025

CUSTOMER NO: 4306424

UUUUU2041500--E

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

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
S HOLLYWOOD, INC.

p96-55510

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

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96 DEC 30 11 2 35
SECRETARY

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF S HOLLYWOOD, INC., A FLORIDA
CORPORATION, P96000055510**

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

FILED
96 DEC 30 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF S HOLLYWOOD, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of S Hollywood, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of S Hollywood, Inc shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of S Hollywood, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of S Hollywood, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 17th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF S HOLLYWOOD, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pysy*

COST LIMIT : \$ 122.50

FILED
96 DEC 30 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:22 PM

ORDER NO. : 204891-035

CUSTOMER NO: 4306424

200002041492--4

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

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
MIAMI BEACH, INC.

P96-87087

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

RECEIVED
95 DEC 30 PM 2:35
DIVISION OF CORPORATION

N HENDRICKS DEC 31 1996

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF MIAMI BEACH, INC., A FLORIDA
CORPORATION, P96000087087**

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

FILED
96 DEC 30 PM 2:13
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF MIAMI BEACH, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Miami Beach, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").
2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Miami Beach, Inc. shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.
3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").
4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):
 - A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Miami Beach, Inc.
 - B. All of the issued and outstanding shares of CareMed Medical Group of Miami Beach, Inc. (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other

corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.

5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 27, 1996.

CAREMED MEDICAL GROUP OF MIAMI BEACH, INC.

By: 

Name: Osvaldo S. Martinez

Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 

Name: Osvaldo S. Martinez

Title: President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P95000026997

904-222-7777
904-222-0339 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 122.50

FILED
95 DEC 30 PM 2 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 1:21 PM

ORDER NO. : 204891-030

CUSTOMER NO: 4306424

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

900002041489--0

ARTICLES OF MERGER

CAREMED MEDICAL GROUP OF
MIAMI, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
DEC 30 2 26 35
P96-51344

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 PLAIN STAMPED COPY

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**CAREMED MEDICAL GROUP OF MIAMI, INC., A FLORIDA CORPORATION,
P96000051344**

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

ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP OF MIAMI, INC.
(a Florida corporation)
AND
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation)

FILED
96 DEC 30 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Medical Group of Miami, Inc. (formerly named National Care of America, Inc.), a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Administrator's, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which CareMed Medical Group of Miami, Inc. (formerly named National Care of America, Inc.) shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on December 27, 1996. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on December 30, 1996 or upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Administrator's, Inc. and the name of the subsidiary corporation is CareMed Medical Group of Miami, Inc. (formerly named National Care of America, Inc.)

B. All of the issued and outstanding shares of CareMed Medical Group of Miami, Inc. (formerly named National Care of America, Inc.) (100 shares of common stock, par value \$.001 per share) are presently owned and held by the Parent. Parent,