

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 MIAMI, 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

*Patricia Pyzak*

FILED  
96 DEC 30 PM 2:12  
TALLAHASSEE, FL 32301

ORDER DATE : December 30, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 204891-055

CUSTOMER NO: 4306424

700002041487--9

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  
SW HIALEAH, INC.

P96-72664

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 PM 2:35  
DIVISION OF REGISTRATION

**ARTICLES OF MERGER**  
**Merger Sheet**

-----  
**MERGING:**

**CAREMED MEDICAL GROUP OF SW HIALEAH, INC., A FLORIDA  
CORPORATION, P96000072664**

**INTO**

**CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,  
F 5000026997**

**File date: December 30, 1996**

**Corporate Specialist: Nancy Hendricks**

**Account number: 072100000032**

**Account charged: 122.50**

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

**FILED**  
96 DEC 30 PM 2:12  
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 SW 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 CareMed Medical Group of SW 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 CareMed Medical Group of SW Hialeah, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of SW 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.

CAREMED MEDICAL GROUP OF SW 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

P93000026997



networks

PROVIDING  
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 122.50

FILED  
96 DEC 30 PM 2:12  
TALLAHASSEE  
SECRETARY OF STATE

ORDER DATE : December 30, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 204891-050

800002041486--2

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

CAREMED MEDICAL GROUP OF  
SUNSET, INC.

P96-87102

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 CORPORATE AFFAIRS

**ARTICLES OF MERGER**  
**Merger Sheet**

-----  
**MERGING:**

**CAREMED MEDICAL GROUP OF SUNSET, INC., A FLORIDA  
CORPORATION, P96000087102**

**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 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF MERGER**  
**OF**  
**CAREMED MEDICAL GROUP OF SUNSET, 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 Sunset, 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 Sunset, 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 Sunset, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Sunset, 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.

CAREMED MEDICAL GROUP OF SUNSET, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

1201 HAYS STREET  
JALAHASSEL, FL 32301-2607

800-342-8086

P95000026997



THESE FILES  
ARE NOT FOR FILING

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

FILED  
96 DEC 30 PM 2 11  
SECTION  
TALLAHASSEE

ORDER DATE : December 30, 1996

ORDER TIME : 1:23 PM

ORDER NO. : 204891-045

300002041483--2

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

CAREMED MEDICAL GROUP OF  
SUNRISE, INC.

P96-55491

INTO

CAREMED HEALTH  
ADMINISTRATOR'S, INC.

RECEIVED  
96 DEC 30 PM 2:35  
SECTION  
TALLAHASSEE

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:**

**CAREMED MEDICAL GROUP OF SUNRISE, INC., A FLORIDA  
CORPORATION, P96000055491**

**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 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**CAREMED MEDICAL GROUP OF SUNRISE, 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 Sunrise, 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 Sunrise, 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 Sunrise, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Sunrise, 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.

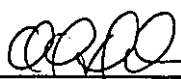
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

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 SUNRISE, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

1201 HAYS STREET  
TAMPAHASSEE, FL 32301-2607  
904-222-0111  
904-222-0113 FAX

800-342-8086

P950000 26997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Puyot

COST LIMIT : \$ 122.50

SECRET  
TALAMON  
96 DEC 30 PM 2:18  
FILED

ORDER DATE : December 30, 1996

ORDER TIME : 1:35 PM

ORDER NO. : 204891-100

CUSTOMER NO: 4306424

000002041450--4

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  
EAST HIALEAH, INC.

INTO

CAREMED HEALTH  
ADMINISTRATOR'S, INC.

RECEIVED  
96 DEC 30 PM 3:37  
TALAMON

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 EAST HIALEAH, INC., A FLORIDA  
CORPORATION P95000068948**

**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 EAST HIALEAH, INC.**  
**(a Florida corporation)**  
**AND**  
**CAREMED HEALTH ADMINISTRATOR'S, INC.**  
**(a Florida corporation)**

**FILED**  
96 DEC 30 PM 2:18  
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 East 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 East 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 East Hialeah, Inc.

B. All of the issued and outstanding shares of National Care Centers of East 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 EAST HIALEAH, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF NARANJA, INC., a Florida corporation,  
P96000023599

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0101 FAX

800-342-8085

**P95000026997**



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:41 PM

ORDER NO. : 204891-130

700002041437--4

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  
NARANJA, INC.

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:

(273)  
*[Signature]*  
Merger  
C. C.

FILED RECEIVED  
96 DEC 30 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

96 DEC 30 PM 4:09

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**

**OF**

**NATIONAL CARE CENTERS OF NARANJA, 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 Naranja, 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 Naranja, 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 Naranja, Inc.

B. All of the issued and outstanding shares of National Care Centers of Naranja, 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 NARANJA, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC., a Florida  
corporation, P96000055470

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0300 FAX

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Puyet*

ORDER DATE : December 30, 1996

ORDER TIME : 1:40 PM

ORDER NO. : 204891-125

000002041440--5

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  
MEDICAL SPECIALTIES, INC.

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: \_\_\_\_\_

FILED  
96 DEC 30 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 DEC 30 PM 2:37  
DEPARTMENT OF REVENUE

12/31  
*[Signature]*  
CC

**FILED**

96 DEC 30 PM 3:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**

**OF**

**NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, 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 Medical Specialties, 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 Medical Specialties, 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 Medical Specialties, Inc.

B. All of the issued and outstanding shares of National Care Centers of Medical Specialties, 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



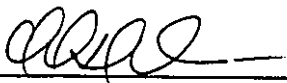
corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior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

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CAREMED MEDICAL GROUP E FT. LAUDERDALE, INC., a Florida corporation,  
P96000055503

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0101 FAX

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Pyjette

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:19 PM

ORDER NO. : 204891-010

CUSTOMER NO: 4306424

800002041508--1

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 E  
FT. LAUDERDALE, INC.

INTO

CAREMED HEALTH  
ADMINISTRATOR'S, INC.

FILED  
96 DEC 30 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

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

12/31  
RECEIVED  
96 DEC 30 PM 3:06  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

96 DEC 30 PM 3: 06

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER  
OF**

**CAREMED MEDICAL GROUP OF E FT. LAUDERDALE, 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 E Ft. Lauderdale, 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 E Ft. Lauderdale, 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 E Ft. Lauderdale, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of E Ft. Lauderdale, 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 E FT. LAUDERDALE, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

CAREMED MEDICAL GROUP OF CORAL SPRINGS, INC., a Florida  
corporation, P96000055501

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

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

800-342-8086



networks

PROVIDING  
LEGAL & FINANCIAL SERVICES

P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:19 PM

ORDER NO. : 204891-005

CUSTOMER NO: 4306424

700002041507--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 CORAL  
SPRINGS, INC.

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

FILED  
96 DEC 30 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 DEC 30 PM 4:35  
DIVISION OF CORPORATE & COMMERCIAL AFFAIRS

12/31

**FILED**

96 DEC 30 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER  
OF**

**CAREMED MEDICAL GROUP OF 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 Coral Springs, 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 Coral Springs, 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 Coral Springs, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Coral Springs, 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 CORAL SPRINGS, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CAREMED MEDICAL GROUP OF HOLLYWOOD, INC., a Florida corporation,  
P96000055505

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-1203 FAX

800-342-8086

**P95000026997**

**CSC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:20 PM

ORDER NO. : 204891-020

500002041506--7

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

CAREMED MEDICAL GROUP OF  
HOLLYWOOD, INC.

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:

*12/31*  
*John Klunk*  
*C.C.*

FILED  
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96 DEC 30 PM 3:26  
96 DEC 30 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

96 DEC 30 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**

**OF**

**CAREMED MEDICAL GROUP OF 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 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 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 Hollywood, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of 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

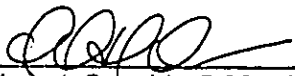
corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior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

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CAREMED MEDICAL GROUP OF HALLANDALE, INC., a Florida corporation,  
P96000072663

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0391 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:20 PM

ORDER NO. : 204891-015

4000002041504--4

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

CAREMED MEDICAL GROUP OF  
HALLANDALE, INC.

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:

FILED  
96 DEC 30 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 DEC 30 PM 2:36  
DIVISION OF CORPORATION

12131

*Jon*  
*Merger*  
*CC*

**FILED**

96 DEC 30 PM 3:34

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER  
OF**

**CAREMED MEDICAL GROUP OF HALLANDALE, 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 Hallandale, 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 Hallandale, 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 Hallandale, Inc.

B. All of the issued and outstanding shares of CareMed Medical Group of Hallandale, 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 HALLANDALE, INC.

By: 

Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 

Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

NATIONAL CARE CENTERS OF WESTCHESTER, INC., a Florida corporation,  
P95000067730

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0100

800-342-8086

**P95000026997**



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:47 PM

ORDER NO. : 204891-160

CUSTOMER NO: 4306424

400002041424--5

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  
WESTCHESTER, INC.

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:

12/31

*Jon  
Marger  
C.E.*

FILED  
96 DEC 30 PM 3:50  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
OFFICE OF THE CLERK  
12/31/96 PM 3:37

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

**FILED**  
96 DEC 30 PM 3:50  
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 Westchester, 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 Westchester, 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 Westchester, Inc.

B. All of the issued and outstanding shares of National Care Centers of Westchester, 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 WESTCHESTER, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF WEST HIALEAH, INC., a Florida corporation,  
P95000067729

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0103 FAX

800-342-8086



networks

FRONTIER HALL  
FIDELITY FINANCIAL SERVICES

P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:48 PM

200002041422--1

ORDER NO. : 204891-165

CUSTOMER NO: 4306424

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

FILED  
96 DEC 30 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF  
WEST HIALEAH, INC.

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  
96 DEC 29 PM 2:37  
DIVISION OF CORPORATION  
*12/31*  
*gmk*  
*merger*  
*C.C.*

**FILED**

96 DEC 30 PM 3:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**NATIONAL CARE CENTERS OF WEST 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 West 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 West 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 West Hialeah, Inc.

B. All of the issued and outstanding shares of National Care Centers of West 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 WEST HIALEAH, INC.

By: \_\_\_\_\_

Name: Osvaldo S. Martinez

Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: \_\_\_\_\_

Name: Osvaldo S. Martinez

Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF NORTH MIAMI, INC., a Florida corporation,  
P95000067737

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

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

800-342-8086

**P95000026997**



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 204891-135

500002041485--0

CUSTOMER NO: 4306424

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

**FILED**  
9C DEC 30 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF  
NORTH MIAMI, INC.

INTO

CAREMED HEALTH  
ADMINISTRATOR'S, INC.

**RECEIVED**  
9C DEC 30 PM 2:31  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk  
EXAMINER'S INITIALS: *12/31*  
*John*  
*Merger*  
*C.A.*

**FILED**

96 DEC 30 PH 4: 03

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**NATIONAL CARE CENTERS OF NORTH MIAMI, 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 North Miami, 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 North Miami, 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 North Miami, Inc.

B. All of the issued and outstanding shares of National Care Centers of North Miami, 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.

NATIONAL CARE CENTERS OF NORTH MIAMI, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF NW MIAMI, INC., a Florida corporation,  
P96000023596

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
800-342-8086

800-342-8086

P95000026997



CREATED BY  
LOCAL BUSINESS DEVELOPMENT

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Kygus

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:43 PM

ORDER NO. : 204891-140

800002041433--7

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  
NW MIAMI, INC.

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:

FILED  
96 DEC 30 PM 4:01  
RECEIVED  
96 DEC 30 PM 2:37  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
DEPARTMENT OF CONSUMER PROTECTION

12/31  
JMK  
Jorgner  
C.E.

**FILED**

96 DEC 30 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**

**OF**

**NATIONAL CARE CENTERS OF NW MIAMI, 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 NW Miami, 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 NW Miami, 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 NW Miami, Inc.

B. All of the issued and outstanding shares of National Care Centers of NW Miami, 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.

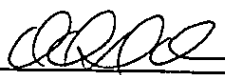
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

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 NW MIAMI, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF SUNSET, INC., a Florida corporation,  
P96000055464

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
0000-0000

800-342-8086

**P95000026997**

**CSO networks**  
COMMERCIAL SERVICE  
FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:43 PM

ORDER NO. : 204891-145

000002041430--E

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  
SUNSET, INC.

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: \_\_\_\_\_

12/31

*Jon Meyer*  
C.C.

FILED  
96 DEC 30 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 DEC 31 PM 2:37  
DEPARTMENT OF REVENUE

**FILED**

96 DEC 30 PM 3: 58

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER  
OF**

**NATIONAL CARE CENTERS OF SUNSET, 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 Sunset, 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 Sunset, 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 Sunset, Inc.

B. All of the issued and outstanding shares of National Care Centers of Sunset, 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.

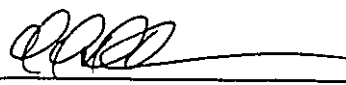
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved December 27th, 1996, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

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 SUNSET, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

P95000026997

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NATIONAL CARE CENTERS OF SW CORAL GABLES, INC., a Florida  
corporation, P96000055475

INTO

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

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0111

800-342-8086



P95000026997

ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:46 PM

ORDER NO. : 204891-155

CUSTOMER NO: 4306424

700002041427--5

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  
SW CORAL GABLES, INC.

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:

FILED  
96 DEC 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED

12/31  
Long  
Marger  
C.C.

**FILED**

96 DEC 30 PM 3:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**NATIONAL CARE CENTERS OF SW CORAL GABLES, 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 SW 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 SW 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 SW Coral Gables, Inc.

B. All of the issued and outstanding shares of National Care Centers of SW 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 607.1120 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 607.1104(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 SW CORAL GABLES, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By:   
Name: Osvaldo S. Martinez  
Title: President