

P95000026997

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF WYNWOOD, INC., a Florida corporation,
P95000050035

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 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : *Patricia Puyet*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1996

ORDER TIME : 1:49 PM

ORDER NO. : 204891-170

CUSTOMER NO: 4306424

000002041420--7

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

FILED
96 DEC 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
WYNWOOD, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 29 PM 2:37
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
Merger
C.C.

FILED

96 DEC 30 PM 3:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

**NATIONAL CARE CENTERS OF WYNWOOD, 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 Wynwood, 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 Wynwood, 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 Wynwood, Inc.

B. All of the issued and outstanding shares of National Care Centers of Wynwood, Inc. (1000 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 WYNWOOD, 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 SOUTH WEST MIAMI, INC., a Florida
corporation, P95000081559

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
904-222-0451 FAX

800-342-8086

P95000026997



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

ORDER DATE : December 30, 1996
ORDER TIME : 1:45 PM
ORDER NO. : 204891-150
CUSTOMER NO: 4306424

9000002041429--9

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

FILED
96 DEC 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

NATIONAL CARE CENTERS OF
SOUTHWEST MIAMI, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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PLAIN STAMPED COPY

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

1/6
[Signature]
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

CSC NETWORKS
MICHAEL
TALLAHASSEE, FL

RESUBMIT

Please give original

SUBJECT: CAREMED HEALTH ADMINISTRATOR'S, INC. submission date as file date.
Ref. Number: P95000026997

We have received your document for CAREMED HEALTH ADMINISTRATOR'S, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The records of this office show that the name of the merging corporation is as it appears on the attached printout --- please correct your document accordingly.

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

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 196A00057889

RECEIVED
97 JAN -6 AM 11: 28
DIVISION OF CORPORATIONS

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

FILED
96 DEC 30 PM 3:47
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 South West 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 South West 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 27th, 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 Amendment 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 South West Miami, Inc..

B. All of the issued and outstanding shares of National Care Centers of South West 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 SOUTH WEST 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
904-222-0117
904-222-0117 TAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyper

SECRETARY
TALLAHASSEE, FL
96 DEC 30 PM 2:07

FILED

ORDER DATE : December 30, 1996

ORDER TIME : 1:40 PM

ORDER NO. : 204891-120

CUSTOMER NO: 4306424

100002041441--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
MEDICAL GROUP, INC.

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

996-55487

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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96 DEC 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FL

N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF MEDICAL GROUP, INC., A FLORIDA
CORPORATION, P96000055487**

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 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS MEDICAL GROUP, 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 Medical Group, 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 Medical Group, 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 Medical Group, Inc.

B. All of the issued and outstanding shares of National Care Centers Medical Group, 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 MEDICAL GROUP, 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
904-222-3971 FAX

800-342-8086

P95000026997



ACCOUNT NO. : 072100000032

REFERENCE : 204891 4306424

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 122.50

SECRET
TALLAHASSEE, FL
96 DEC 30 PM 2:07
FILED

ORDER DATE : December 30, 1996

ORDER TIME : 1:39 PM

ORDER NO. : 204891-115

200002041442--9

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
LITTLE HAVANA, INC.

P95-50032

INTO

CAREMED HEALTH
ADMINISTRATOR'S, INC.

RECEIVED
96 DEC 29 PM 2:37
OFFICE OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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N. HENDRICKS DEC 31 1996

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**NATIONAL CARE CENTERS OF LITTLE HAVANA, INC., A FLORIDA
CORPORATION, P95000050032**

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 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL CARE CENTERS OF LITTLE HAVANA, 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 Little Havana, 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 Little Havana, 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 Little Havana, Inc.
 - B. All of the issued and outstanding shares of National Care Centers of Little Havana, Inc. (1000 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 LITTLE HAVANA, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Name: Osvaldo S. Martinez
Title: President