

D95000050030

OFFICE USE ONLY (Document #)

Sunstate Research Associates, Inc.
P. O. Box 11271
(Incorporator's Name)
Tallahassee, Florida 32301
(Address)
(City, State, Zip) (Phone #)

95 JUN 27 PM 2:4
FILED
SECRETARY
TALLAHASSEE
400001824524
-06/27/95--010765-018
****122.50 ****122.50

OFFICE USE ONLY

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

1. National Care Centers of Homestead, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

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

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

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

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

RECEIVED
95 JUN 27 14 11:50
DIVISION OF CORPORATION

BROWN JUN 27 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NATIONAL CARE CENTERS OF HOMESTEAD, INC.**

FILED
95 JUN 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is NATIONAL CARE CENTERS OF HOMESTEAD, INC. and its address is 7950 N.W. 53 Street, Suite 210, Miami, Florida 33166.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

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

ARTICLE VII - BYLAWS

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

ARTICLE VIII - INDEMNIFICATION

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

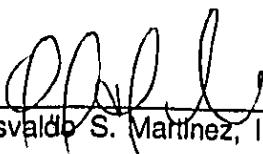
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Osvaldo S. Martinez and his address is 7950 N.W. 53 Street, Suite 210, Miami, Florida 33166.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of May, 1995.


Osvaldo S. Martinez, Incorporator

95 JUN 27 PM 1:17
SECRET
TALLAHASSEE, FLORIDA

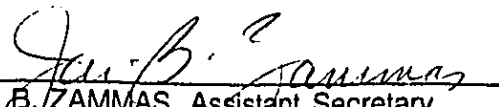
FILED

ACCEPTANCE BY REGISTERED AGENT

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

DATED THIS 26 DAY OF MAY, 1995.

CORPORATION COMPANY OF MIAMI

By 
JILL B. ZAMMAS, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

Document Number Only

P95000050030

300001608173
-10/06/95--01034--006
****140.00 *****35.00

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

95 SEP 27 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

National Life Centers of Homestead, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS/ g/s |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/27/95
3.00

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

F-A Change
8/28/95
DC
Please give filing
date of Sept. 27th
Thanks!

CR2E031 (1-89)

**STATEMENT OF CHANGE OR REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

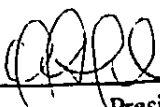
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida:

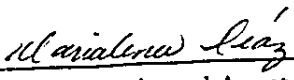
Pursuant to the provisions of Section §607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or agent, or both, in the State of Florida.

- FIRST: The name of the corporation is National Care Centers of Homestead, Inc.
- SECOND: The street address of its registered agent is 201 S. Biscayne Blvd, 1600 Miami Center, Miami, FL 33131.
- THIRD: The street address to which its registered agent is to be changed is 7950 NW 53 Street, Ste 210, Miami, FL 33166.
- FOURTH: The name of its current registered agent is Corporation Company of Miami.
- FIFTH: The name of its successor agent is Marialena Diaz.
- SIXTH: The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated: September 6, 1995

By: 
President, Osvaldo S. Martinez

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent pursuant to the provisions of Section §607.0501, Florida Statutes.

By: 
Registered Agent

Date: September 6, 1995

P 95000050030



ACCOUNT NO. : 072100000032
REFERENCE : 715477 4135A
AUTHORIZATION : *Patricia Pizot*
COST LIMIT : \$ 87.50

FILED
25 OCT 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 24, 1995
ORDER TIME : 9:27 AM
ORDER NO. : 715477

800001618818

CUSTOMER NO: 4135A
CUSTOMER: Debra E. Kirschner, Legal Asst
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: NATIONAL CARE CENTERS OF
HOMESTEAD, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 24 1995

CONTACT PERSON: Karen B. Rozar
EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
NATIONAL CARE CENTERS OF HOMESTEAD, INC.

FILED

95 OCT 24 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation is National Care Centers of Homestead, Inc.

II

Article VIII of the Articles of Incorporation of the Corporation is hereby repealed in its entirety and replaced with the following Article VIII:

ARTICLE VIII - INDEMNIFICATION

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

III

The foregoing Amendment was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by the joint written consent of the sole member of the board of directors and sole shareholder of the Corporation dated as of the 20th day of October, 1995. The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, NATIONAL CARE CENTERS OF HOMESTEAD, INC. has caused these Articles of Amendment to be executed as of the 20th day of October, 1995.

NATIONAL CARE CENTERS OF HOMESTEAD, INC.

By: [Signature]
Osvaldo S. Martinez, President

P95000050030

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

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

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50