

P9500050035

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

Sunstate Research Associates, Inc.
(Registered Office) 11271
Tallahassee, Florida 32301
(Address)
(City, State, Zip) (Phone #)

100001524531
-06/27/95--01076--016
****122.50 ****122.50

OFFICE USE ONLY

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

1. National Care Centers of Wynwood, 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 PM 11:50
DIVISION OF CORPORATION

Examiner's Initials

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

FILED
95 JUN 27 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is NATIONAL CARE CENTERS OF WYNWOOD, 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.

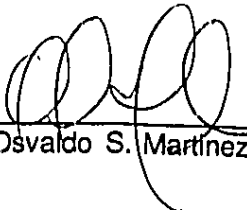
ARTICLE IX - INCORPORATOR

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 26th day of May, 1995.


Osvaldo S. Martinez, Incorporator

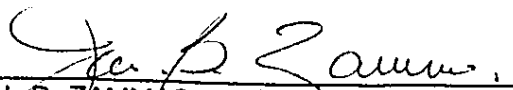
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TALLAHASSEE, FLORIDA

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

P95000050035

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

200001603172

-10/06/95--01094--006

***140.00 ***35.00

National Care Centers of Wynwood, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☒ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

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Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

9/27/95

3:00

PLEASE RETURN EXTRA COPY(S)

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SEP 28 1995

FLORIDA

STATE

4:26

F A change
8/28/95
JL

CR2E031 (1-89)

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

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 Wynwood, 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

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95 SEP 27 PM 4:26
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TALLAHASSEE, FLORIDA

P9500050035



ACCOUNT NO. : 072100000032

REFERENCE : 715477 4135A

AUTHORIZATION : Patricia Pajuts

COST LIMIT : \$ 87.50

ORDER DATE : October 24, 1995

ORDER TIME : 9:26 AM

ORDER NO. : 715477

300001618318

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
WYNWOOD, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 OCT 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
CSC
10-24-95

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

I

The Name of the corporation is National Care Centers of Wynwood, 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 WYNWOOD, INC. has caused these Articles of Amendment to be executed as of the 20th day of October, 1995.

NATIONAL CARE CENTERS OF WYNWOOD, INC.

By: 
Osvaldo S. Martinez, President

95 OCT 24 PM 1:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000050035

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 20, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50