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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: UNICARE OF SOUTH FLORIDA, INC.
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Document prepared by:
JAY R. TOMR, ESQUIRE
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MURTY & TOMR, P.A.
777 Brickell Avenue, Suite 1114
Miami, Florida 33131
Telephone: (305) 373-6400

(5)

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**ARTICLES OF INCORPORATION
OF
UNICARE OF SOUTH FLORIDA, INC.**

THE UNDERSIGNED has executed the following pursuant to the Florida Business Corporation Act as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida and each adopts the following:

ARTICLE I. - CORPORATE NAME

The name of the corporation shall be UNICARE OF SOUTH FLORIDA, INC.

ARTICLE II. - TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III. - CORPORATE ADDRESS

The principal place of business and mailing address of this corporation shall be:

1550 S.W. 1st Street, Miami, Florida 33135

ARTICLE IV. - NATURE OF BUSINESS AND POWERS

This corporation shall conduct the business of medical and health care supplies and related activities, as well as any other lawful activity necessary to be conducted in order to carry out the business in accordance with Florida corporation law. It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds, and all other negotiable papers to hold, bind, and sell stock of other corporations, secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other

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security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the laws of the State of Florida, Statute 607.011.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall only be one (1) class of stock of this corporation.

ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name and address of the initial registered agent of this corporation shall be:

JAY R. TOME, ESQUIRE
MURTY & TOME, P.A.
777 BRICKELL AVENUE, SUITE 1114
MIAMI, FLORIDA 33131

ARTICLE VII - INITIAL DIRECTORS

The officers of the corporation shall initially be as follows, and each shall remain as such until removed or a new officer is elected and qualified to serve:

ANA MARIA GARCIA-PRESIDENT
ANA MARIA GARCIA-VICE-PRESIDENT
ANA MARIA GARCIA-SECRETARY
ANA MARIA GARCIA-TREASURER

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

JAY R. TOME, ESQ
MURTY & TOME, P.A.
777 Brickell Avenue, Suite 1114
Miami, Florida 33131.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at

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a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

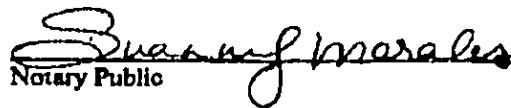
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 6th day of July 1995.


JAY R. TOME, ESQUIRE
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, the undersigned authority, this 6th day of July, 1995, by JAY R. TOME, ESQUIRE who is personally known to me or has produced _____ [type of identification] as identification.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 1998
BONDED TO THE GENERAL PUBLIC


Sunny Morales
Print, Type or Stamp Name



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AT 11:00 AM

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48 091, Florida Statutes, the following is submitted:

That UNICARE OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1350 S.W. 1st Street, Miami, Florida 33135 in the County of Dade, State of Florida, has named JAY R. TOME, ESQUIRE, whose offices are located at 777 Brickell Avenue, Suite 1114, Miami 33131, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT:


JAY R. TOME, ESQUIRE

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