P95000059893

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-8171
904-222-0911
800-342-8036

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 650303 22088

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : July 28, 1995

100001548611

ORDER TIME : 10:54 AM

ORDER NO. : 650303

CUSTOMER NO: 22088

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC.

FILED
95 AUG -2 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: T. BROWN AUG - 3 1995

~~525-411~~

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 31, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC.
Ref. Number: W95000015270

We have received your document for SOUTH DADE COMPREHENSIVE MEDICAL GROUP, 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:

Please provide complete business street addresses for the directors, officers and incorporators.

The registered agent must sign accepting the designation.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00036007

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC.

The undersigned, acting as incorporator of SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC., under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 6280 Sunset Drive, Suite 404, Miami, Florida 33143.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through an integrated delivery system and/or through direct and indirect contracts and arrangements with physicians, hospitals, and other health care providers and/or with preferred provider health insurance

organizations or arrangements, health maintenance organizations, corporate employee benefit plans, union benefit plans, prepaid health plans, and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to also engage in other activities which are necessary or beneficial in the delivery of health services under such system, contracts and arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar ($1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, Inc., 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent at such address is Corporation Service Company.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have sixteen (16) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the Bylaws

but shall never be less than nine (9). The address for all of the below mentioned Directors is: 6280 Sunset Drive, Suite 404, Miami, Florida 33143. The names of the initial Directors of this Corporation are:

Eddie G. Canto, M.D.	Leonard Kalman, M.D.
Jack P. Christie, M.D.	Debra Kenward, M.D.
Theodore Feldman, M.D.	James Leavitt, M.D.
Michael Finer, M.D.	Steven Meyerson, M.D.
Rosa Garcia, M.D.	Guillermo Pons, M.D.
Sergio Gonzalez-Arias, M.D.	Jeffrey Rosen, M.D.
Edwin Gould, M.D.	Eric Smith, M.D.
Eugene Hershorin, M.D.	Jay Vanden Bosch, M.D.

ARTICLE VIII - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the initial directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Ira J. Coleman, Esq., McDermott,

Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

ARTICLE XI - 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, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22nd day of July, 1995.

Ira J. Coleman,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Ira J. Coleman, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of South Dade Comprehensive Medical Group, Inc., a Florida corporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of July, 1995.

Katherine M. Otero

NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
KATHERINE M OTERO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC448751
MY COMMISSION EXP. MAR. 31,1997

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED 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 HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 2nd DAY OF August, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Registered Agent
Gail Shelby, As Agent

\38737\010\80ARTJAH.002

P95000059893

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

1201 Hays Street
Tallahassee, FL 32301
(904) 222-9171
(904) 222-0911 FAX

800 342-8086

Patricia Pizzuto

[illegible]

FILED
95 NOV 16 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible] AMENDMENT FILING

NAME: [illegible] COMPREHENSIVE
MEDICAL GROUP, INC.

RE: ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: [illegible] D. [illegible]

EXAMINER'S INITIALS: ____

NAME Change
11/17/95

ARTICLES OF AMENDMENT OF
SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC.

Pursuant to the provisions of Florida Statutes Section 607.1005, the undersigned, being a director of South Dade Comprehensive Medical Group, Inc., a Florida corporation, does hereby state:

ITEM I.

Article I of the Articles of Incorporation of SOUTH DADE COMPREHENSIVE MEDICAL GROUP, INC. is hereby amended to read:

ARTICLE I - NAME

The name of this corporation is DadeWell Medical Group, Inc. (the "Corporation").

ITEM II.

The foregoing amendment was adopted, effective as of November 15, 1995, by a majority of the Board of Directors of this corporation. Shareholder action was not required to approve the foregoing amendment because the corporation has not yet issued shares.

ITEM III.

The foregoing amendment shall be effective upon the filing of these Articles of Amendment with the Florida Department of State. The Articles of Incorporation, except as amended by the aforesaid amendment, shall remain as heretofore in force and effect.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these Articles of Amendment as of the 15th day of November, 1995.

SERGIO GONZALEZ-ARIAS, M.D.,
Director

\38737\010\SOARTJAN.003

P95000059893

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444810 4369500

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ ~~122.50~~ 87.50

97 JUN 27 PM 3:26 FILED

ORDER DATE : June 27, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 444810-005

CUSTOMER NO: 4369500

CUSTOMER: Ms. Katherine Otero
Mcdermott, Will & Emery
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

Amended & Restated Articles

800002224538--7

Name Change

DOMESTIC AMENDMENT FILING

NAME: DADEWELL MEDICAL GROUP, INC.

EFFICTIVE DATE:

____ ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION 6/30/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

X CC2210, CC664, CC672

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

RESUBMIT

Please give original submission date as file date.

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: DADEWELL MEDICAL GROUP, INC.
Ref. Number: P95000059893

We have received your document for DADEWELL MEDICAL GROUP, 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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 997A00034110

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DADEWELL MEDICAL GROUP, INC.

ITEM I

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, DADEWELL MEDICAL GROUP, INC. (the "Corporation"), through the action of the undersigned, the Chairman of the Board of Directors of the Corporation, hereby amends and restates the Articles of Incorporation to read in their entirety as follows:

ARTICLE I - NAME

The name of this corporation is DADEWELL, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 8900 North Kendall Drive, Miami, Florida 33176.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to develop and implement an integrated delivery system which aligns financial incentives

among all participating providers and whose principal purposes are to (i) enter into global capitation and other at-risk contracts with various third party payors pursuant to which the shareholders and providers participating in the integrated delivery system will jointly share the risk of loss due to unexpected or aberrant utilization, and (ii) serve as the preferred venture for the participating providers' participation in non-global capitation and fee-for-service-type managed care arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

(a) Shares: Classification: General. The Corporation shall have the authority to issue four (4) classes of shares designated "Class A Common Stock," "Class B Common Stock," "Class C Common Stock," and "Class D Common Stock," respectively. The number of shares of each Class authorized to be issued is as follows:

Name of Class of Common Stock	Number of Shares Authorized
Class A	250,000
Class B	250,000
Class C	250,000
Class D	250,000

Each share of Class A Common Stock, Class B Common Stock, Class C Common Stock and Class D Common Stock shall have a par

value of One Cent ($.01). The distinctions between Classes of shares are reflected in differences in voting rights, and certain qualifications of the persons or entities who or which may hold shares of each such Class as described below.

(i) Voting and Non-Voting Equity Stock. The holders of Class A Common Stock and Class B Common Stock shall be entitled to vote (or consent) on all issues upon which shareholders may vote (or consent). For all votes cast on any issue upon which shareholders may vote, each outstanding share of Class A Common Stock and each outstanding share of Class B Common Stock shall have one (1) vote. The holders of a majority of the issued and outstanding shares of Class A Common Stock present in person or by proxy at a meeting shall constitute a quorum of the Class A shareholders, and the majority vote or consent of such quorum shall constitute the affirmative vote of the Class A shareholders, voting together as a group; provided, however, these Amended and Restated Articles of Incorporation, the Bylaws, or the Florida Business Corporation Act may expressly require, in specified circumstances, a number of affirmative votes greater than a majority vote or consent of a quorum. The holders of a majority of the issued and outstanding shares of Class B Common Stock present in person or by proxy at a meeting shall constitute a quorum of the Class B shareholders, and the majority vote or consent of such quorum shall constitute the affirmative vote of the Class B shareholders, voting together as a group; provided, however, these Amended and Restated

Articles of Incorporation, the Bylaws, or the Florida Business Corporation Act may expressly require, in specified circumstances, a number of affirmative votes greater than a majority vote or consent of a quorum. Any matter presented for shareholder action or consent shall require the affirmative vote of the Class A shareholders and the affirmative vote of the Class B shareholders; provided, that the Class A Shareholders shall be solely entitled to elect fifty percent (50%) of the total number of directors (collectively the "Directors") of the Corporation (who may be referred to as the "Class A Directors") and the Class B Shareholders shall be solely entitled to elect fifty percent (50%) of the total number of Directors of the Corporation (who may be referred to as the "Class B Directors"). The holders of Class C Common Stock and Class D Common Stock shall not be entitled to vote, unless otherwise required by law.

(ii) Holders of Shares:

1. Class A Common Stock. Shares of Class A Common Stock shall be issuable only to individuals who are duly licensed to practice medicine in the State of Florida pursuant to Chapter 458 or 459 of the Florida Statutes, who have their principal residence in the State of Florida, and who have been and continue to be a party to a valid, existing exclusive participation agreement with the Corporation whereby each such physician has agreed to participate in the Corporation's managed health care program "on an exclusive basis" as to "Global Risk Arrangements."

"On an exclusive basis", as used herein, shall mean that, under the terms of the exclusive participation agreement, the provider shall be, for a set period, prohibited from participating in Global Risk Arrangements, other than through the Corporation. "Global Risk Arrangements" refers to capitation or other risk sharing arrangements that include comprehensive medical services, inclusive of both physician and hospital services for a complete medical population not limited by age, gender or specific category of medical illness or diagnosis; provided, however, a particular patient population may be limited by age and still be a Global Risk Arrangement if the patient population is composed of persons eligible to participate in Title XVIII of the Social Security Act.

2. Class B Common Stock. Subject to the change of control provisions set forth hereinbelow, shares of Class B Common Stock shall be issuable only to Baptist Health Enterprises, Inc., a Florida corporation with its principal office within the State of Florida ("BHE"), Baptist Health Systems of South Florida, Inc., a Florida corporation with its principal office within the State of Florida ("BHS"), any "Baptist Affiliate", as hereinafter defined, or any other institutional provider with its principal office within the State of Florida that has agreed to and continues to be a party to an exclusive participation agreement with the Corporation whereby such institutional provider agrees to participate in the Corporation's managed health care program on an exclusive basis as to Global Risk

Arrangements; provided, however, that with the exception of BHE, BHS, and their Baptist Affiliates, at no time will any holder or holders of Class B Common Stock directly or beneficially own, individually or in the aggregate with any other such holder(s) of Class B Common Stock, more than forty-nine and nine-tenths percent (49.9%) of the outstanding shares of Class B Common Stock. A "Baptist Affiliate" shall mean any individual, corporation (including, without limitation, any non-profit corporation), general partnership, limited partnership, limited liability company, joint venture, estate, trust, cooperative, foundation, union, syndicate, league, consortium, coalition, committee, society, firm, company or other enterprise, association, organization or governmental body (all of the foregoing shall be collectively referred to as a "Person") or group (whether now existing or hereafter created or acquired) which has its principal office within the State of Florida and which is controlling, controlled by, or under common control with BHE and/or BHS; provided, however, that the terms "BHE", "BHS", and "Baptist Affiliate" shall not in any case include any Person or group who effectuates a change of control with respect to BHE or BHS, whether (i) by acquiring such ownership interests in BHE or membership interests in BHS in one (1) or more transactions or series of transactions such that the Person or group, other than a Baptist Affiliate, beneficially owns fifty percent (50%) or more of the outstanding equity interests in BHE or membership interests in BHS,

as applicable, (ii) by purchasing all or substantially all of the assets of BHE or BHS such that the Person or group, other than a Baptist Affiliate, beneficially owns all or substantially all of the assets of BHE or BHS, as applicable, or (iii) by contract; provided, however, no contract shall be deemed to effectuate a change in control with respect to BHE, BHS, or any Baptist Affiliate if the terms of such contract do not change a majority of the directors included in the then-existing board of directors of BHS, BHE or the applicable Baptist Affiliate, as the case may be, and such board still has the ultimate authority to direct the management and policies of BHS, BHE or the Baptist Affiliate, as applicable, and if the terms of such contract do not change the mechanisms, processes and policies which govern how such board is appointed or elected or which govern how such board operates the applicable entity. "Control" refers to the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person or group, whether through the ownership of voting securities or another form of equity interest, through membership control, or through contract; provided, however, no contract shall be deemed to create control with respect to BHE, BHS, or any Baptist Affiliate if the terms of such contract do not change a majority of the directors included in the then-existing board of directors of BHS, BHE or the applicable Baptist Affiliate, as the case may be, and such board still has the ultimate authority to direct the management and policies of BHS, BHE or the Baptist

Affiliate, as applicable, and if the terms of such contract do not change the mechanisms, processes and policies which govern how such board is appointed or elected or which govern how such board operates the applicable entity.

3. Class C Common Stock. Shares of Class C Common Stock shall be issuable only to Class A Shareholders and/or other individuals who are duly licensed to practice medicine in the State of Florida pursuant to Chapter 458 or 459 of the Florida Statutes, who have their principal residence in the State of Florida, and who have been and continue to be a party to a valid, existing participation agreement with the Corporation whereby each such physician has agreed to participate in the Corporation's managed health care program as to Global Risk Arrangements.

4. Class D Common Stock. Except as set forth below, shares of Class D Common Stock shall be issuable to any individual or entity who or which is a resident within the State of Florida within the meaning of Rule 147 under the Securities Act of 1933, as amended. Shares of Class D Common Stock shall not be issuable to any individual who is a physician nor to any entity which is wholly owned or wholly controlled by physicians.

(b) Dividend Rights. Each issued and outstanding share of Class A Common Stock, Class B Common Stock, Class C Common Stock, and Class D Common Stock shall entitle the holder of record thereof to receive, when, as and if declared by the Board of Directors, out of any funds legally available therefor, dividends

in cash, property or securities of the Corporation. Any such declared dividends shall be paid ratably according to the number of shares of common stock held by each holder thereof, and shall be payable at such times as the Board of Directors may from time to time determine. The Board of Directors of the Corporation is under no obligation to pay dividends.

(c) Liquidation Rights. In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of Class A Common Stock, Class B Common Stock, Class C Common Stock, and Class D Common Stock shall be entitled to share, ratably according to the number of shares of common stock held by them, in the remaining assets of the Corporation available for distribution to its shareholders.

(d) Automatic Conversion. In the event any holder of record of a share of Class A Common Stock no longer has, for any reason, an exclusive participation agreement with the Corporation, each outstanding share of Class A Common Stock owned by him or her shall be deemed automatically converted into a share of Class C Common Stock. Each such holder of Class A Common Stock shall surrender his or her certificate(s) for such stock, and receive in lieu thereof Class C Common Stock for each share of Class A Common Stock so surrendered.

(e) Preemptive Rights. In the event of the issuance of additional Class A Common Stock, each holder of record of Class A Common Stock shall have the preemptive right to purchase, subscribe

for or otherwise acquire a pro rata portion of the additional shares of Class . Common Stock prior to the sale of such shares to third parties. Any shares of Class A Common Stock offered to the holders of record of Class A Common Stock under their preemptive rights and not purchased shall again be offered to those holders of record of Class A Common Stock who have exercised their preemptive rights, in proportion to their holdings. In the event of the issuance of additional Class B Common Stock, each holder of record of Class B Common Stock shall have the preemptive right to purchase, subscribe for or otherwise acquire a pro rata portion of the additional shares of Class B Common Stock prior to the sale of such shares to third parties. Any shares of Class B Common Stock offered to the holders of record of Class B Common Stock under their preemptive rights and not purchased shall again be offered to those holders of record of Class B Common Stock who have exercised preemptive rights, in proportion to their holdings.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Baptist Health Systems of South Florida, Inc., 8900 North Kendall Drive, Miami, Florida 33176-2197. The name of the registered agent at such address is Daniel Rosenthal.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have eight (8) Directors The number of Directors may be increased from time to time in the manner provided in the Bylaws but shall never be less than eight (8). The members of the initial Board of Directors are as set forth below. Each such Director's designation as a "Class A Director" or "Class B Director" is also as set forth below:

Sergio Gonzalez-Arias, M.D.	Class A Director
Jeffrey Rosen, M.D.	Class A Director
John Christie, M.D.	Class A Director
Rosa Garcia, M.D.	Class A Director
Brian Keeley	Class B Director
Daniel Rosenthal	Class B Director
Michael Cummings, M.D.	Class B Director
Ralph E. Lawson	Class B Director

Sergio Gonzalez-Arias, M.D. shall serve as the initial Chairman of the Board. The individuals serving as Directors may be changed in the manner provided for in the Bylaws.

ARTICLE VIII - INITIAL OFFICERS

This Corporation shall have the following officers:

Officer/Position	Name
Chief Executive Officer	Sergio Gonzalez-Arias, M.D.
Chief Medical Officer	John Christie, M.D.
Chief Medical Officer	Jeffrey Rosen, M.D.
Chief Operating Officer	Daniel Rosenthal
Secretary	Rosa Garcia, M.D.
Treasurer	Ralph E. Lawson

The number of officers and the individuals serving as officers may be changed in the manner provided for in the Bylaws.

ARTICLE IX - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the Directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The shareholders holding the Class A and Class B Common Stock may amend or repeal these Amended and Restated Articles of Incorporation upon the affirmative vote of the holders of seventy-five percent (75%) of the issued and outstanding shares of Class A Common Stock of the Corporation and seventy-five percent (75%) of the issued and outstanding shares of Class B Common Stock of the Corporation. Subject to any actions required by law to be taken by the shareholders, the Board of Directors may amend or repeal these Amended and Restated Articles of Incorporation upon the affirmative vote of seventy-five percent (75%) of the Class A Directors and the

affirmative vote of seventy-five percent (75%) of the Class B Directors then serving.

ITEM II

Since the Corporation has issued no shares of stock, the Board of Directors of the Corporation duly adopted the Amended and Restated Articles of Incorporation set forth above on May 27, 1997.

ITEM III

These Amended and Restated Articles of Incorporation of the Corporation shall be effective upon their filing with the Florida Department of State and shall supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation on this 26th day of June, 1997.

SERGIO GONZALEZ-ARIAS, M.D.,
Chairman

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, Notary Public authorized in the State and County set forth above, personally appeared Sergio Gonzalez-Arias, M.D., known to me and known by me to be the person, who, as Chairman of the Board of Directors, executed the foregoing Amended and Restated Articles of Incorporation of DadeWell Medical Group, Inc., a Florida corporation, and he acknowledged before me that he executed those Amended and Restated Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of June, 1997.

NOTARY PUBLIC

My Commission Expires:

OFFICIAL SEAL
BEVERLY A. [illegible]
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. [illegible]
MY COMMISSION EXP. [illegible]

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED 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 HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 26th DAY OF JUNE, 1997.

DANIEL ROSENTHAL, Registered Agent

CERTIFICATE

DadeWell Medical Group, Inc., through the action of the undersigned, a Director of the Corporation, hereby certifies the following:

A. The new name of the corporation is DadeWell, Inc. (the "Corporation").

B. The Amended and Restated Articles of Incorporation of DadeWell Medical Group, Inc. contain amendments to the Corporation's Articles of Incorporation. Such amendments were approved and adopted by a majority of the Corporation's Board of Directors on May 27, 1997.

C. The text of each amendment to the Corporation's Articles of Incorporation is presented under Articles I, III, IV, V, VI, VII, VIII and XI in the attached Amended and Restated Articles of Incorporation of DadeWell Medical Group, Inc.

D. Shareholder action was not required to approve the aforementioned amendments because the Corporation has not yet issued shares. Accordingly, the majority vote of the Board of Directors was sufficient for the approval and adoption of such amendments.

E. The aforementioned amendments are effective upon their filing with the Florida Department of State.

The undersigned, for purposes of certifying the information in the Amended and Restated Articles of Incorporation of DadeWell Medical Group, Inc. and for purposes of meeting the requirements of Section 607.1007(4) of the Florida Business Corporation Act, does hereby make and file this certification declaring and certifying that the facts stated herein are true.

SERGIO GONZALEZ-ARIAS, M.D.
Director

\38737\010\80ARTJAH.009