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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 673270 4135A

AUTHORIZATION : *Latricia Poyte*

COST LIMIT : \$ 70.00

ORDER DATE : September 1, 1995

ORDER TIME : 9:28 AM

ORDER NO. : 673270

CUSTOMER NO: 4135A

CUSTOMER: Jennifer Parkins, Esq  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: NATIONAL CARE CENTERS OF  
CENTERS OF CENTRAL HIALEAH,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
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ARTICLES OF INCORPORATION  
OF  
NATIONAL CARE CENTERS OF CENTRAL HIALEAH, INC.

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ARTICLE I - NAME

The name of the corporation is National Care Centers of Central Hialeah, Inc  
(hereinafter called the "Corporation")

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$ 001 per share

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 7950 N.W. 53rd Street, Suite 210, Miami, Florida 33166, and the name of the initial registered agent of the Corporation at that address is Marielena Diaz.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 7950 N.W. 53rd Street, Suite 210, Miami, Florida 33166.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

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

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Veronica Y. Sykes and her address is 7950 N.W. 53rd Street, Suite 210, Miami, Florida 33166.

[SIGNATURE APPEARS ON THE NEXT PAGE]

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation  
this 1st day of September, 1995.

Veronica Y Sykes  
VERONICA Y. SYKES, INCORPORATOR

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

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CLERK OF COURT  
JUL 11 1995

That National Care Centers of Central Hialeah, Inc., desiring to organize under the laws of the State of Florida, has named, Marialena Diaz, located at 7950 NW 53 Street, Suite 210, Miami, Florida 33166 as its registered agent and to accept service of process within this state.

**ACKNOWLEDGMENT:**

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, and 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 under Section §607.0505, Florida Statutes.

Dated this 1st day of September, 1995.

Marialena Diaz  
MARIALENA DIAZ, REGISTERED AGENT

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL CARE CENTERS OF CENTRAL HIALEAH, INC., A FLORIDA  
CORPORATION, P95000067755

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

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