

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171

904-222-9171



P9500068948

ACCOUNT NO. : 072100000032

REFERENCE : 675755 4135A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzuti

ORDER DATE : September 7, 1995

ORDER TIME : 9:27 AM

600001579486

ORDER NO. : 675755

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
EAST HIALEAH, INC.

FILED
95 SEP - 7 PM 12:52
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: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN SEP - 7 1995

**ARTICLES OF INCORPORATION
OF
NATIONAL CARE CENTERS OF EAST HIALEAH, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is NATIONAL CARE CENTERS OF EAST 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 and series, 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 and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 7950 NW 53 Street, Suite 210, Miami, Florida 33166; and the name of the initial registered agent of the Corporation at that address is Marialena Diaz.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 7950 NW 53 Street - Suite 210 - Miami, Florida 33166.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) 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 (1). The name and address of the initial director of the Corporation is as follows:

NAME

ADDRESS

OSVALDO. S. MARTINEZ

7950 NW 53 Street, Suite 210
Miami, Florida 33166

ARTICLE VII - INCORPORATOR

The name and address of the person signing this Articles of Incorporation is:

NAME

ADDRESS

VERONICA Y. SYKES

7950 NW 53 Street, Suite 210
Miami, Florida 33166

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 7th day of September, 1995.



VERONICA Y. SYKES, INCORPORATOR

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

WITNESSETH

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That National Care Centers of East 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 7th day of September, 1995.

Marialena Diaz
MARIALENA DIAZ, REGISTERED AGENT

P95000068948

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL CARE CENTERS OF EAST HIALEAH, INC., A FLORIDA
CORPORATION P95000068948

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