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DIVISION OF REGISTRATION

4953

ACCOUNT NO: 0021000003

REFERENCE : 801749 7101224

AUTHORIZATION : *Theresa Dyer*

COST LIMIT : \$ 70.00

ORDER DATE : January 12, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 801749

CUSTOMER NO: 7101224

900001689179

CUSTOMER: Mr. Noel J. Guillma
MR. NOEL J. GUILLMA

5016 North University Drive

Fort Lauderdale, FL 33321

DOMESTIC FILING

NAME: METROPOLITAN HEALTH NETWORKS,
INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

EXAMINER'S INITIALS:

T. BROWN JAN 17 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METROPOLITAN HEALTH NETWORKS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

METROPOLITAN HEALTH NETWORKS, INC.

The address of the principal office of this corporation shall be 5816 North University Drive, Tamarac, Florida 33321, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Noel J. Guillma
Dir.

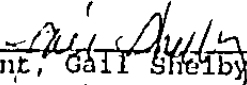
5816 North University Drive,
Tamarac, Florida 33321

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

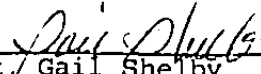
The undersigned incorporator has executed these Articles of Incorporation on January 15, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

ACG

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5/01/96

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ELECTRONIC FILING COVER SHEET

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT LAUDERDALE FL 33302-4610

CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: METROPOLITAN HEALTH NETWORKS, INC.

FAX AUDIT NUMBER: H96000006191

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/01/1996

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CERTIFICATE OF STATUS: 0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortonham
Secretary of State

May 2, 1996

METROPOLITAN HEALTH NETWORKS, INC.
5816 NORTH UNIVERSITY DRIVE
TAMARAC, FL 33321

SUBJECT: METROPOLITAN HEALTH NETWORKS, INC.
REF: P96000004953

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX And. #: H96000006191
Letter Number: 896A00021312

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
METROPOLITAN HEALTH NETWORKS, INC.

FILED

96 MAY -6 PM 3:54

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned officer of METROPOLITAN HEALTH NETWORKS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify:

The foregoing Article III was amended in its entirety and adopted by all of the Directors of the Corporation pursuant to a unanimous written consent of the Board of Directors on April 27, 1996, and by a majority of the Shareholders of the Common Stock of the Corporation acting by written consent pursuant to Section 607.0821 of the Florida Business Corporation Act, which shares voting at such meeting represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore, the number of cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

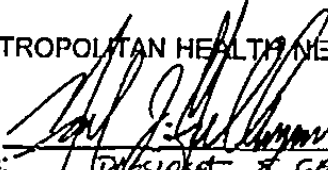
The following Article should be amended to read:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time shall be forty million (40,000,000) shares of Common Stock, \$.001 par value per share and Ten Million (10,000,000) shares of Preferred Stock having a par value of \$.001 per share. The Preferred Stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 27 day of April, 1996.

METROPOLITAN HEALTH NETWORKS, INC.

By: Its: President & CEO.

NOEL J. GUILLAMA