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TALLAHASSEE, FL 32301
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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 05124 4303929

AUTHORIZATION :

COST LIMIT :

Patricia Pyszto

ORDER DATE : February 19, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 051240

500001718095

CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENDERS TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
1221 Brickell Avenue
22nd Floor
Miami, FL 33131-3230

DOMESTIC FILING

NAME: CONTINUOCARE OUTPATIENT
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

T. BROWN FEB 19 1996

FILED
96 FEB 19 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CONTINUCARE OUTPATIENT MANAGEMENT, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CONTINUCARE OUTPATIENT MANAGEMENT, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3323 W. Commercial Boulevard, Suite 110, Ft. Lauderdale, FL 33309.

ARTICLE III

This Corporation shall have authority to Issue One Hundred (100) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is **Corporation Service Company**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

CHARLES FERNANDEZ
3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, FL 33309

DOUGLAS MILLER
3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, FL 33309

BARRY GOLDSTEIN
3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, FL 33309

ARTICLE VII

The name of the Incorporator is Andrew Hulsh and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of February, 1996.



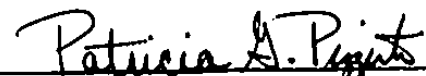
Andrew Hulsh, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CONTINUOCARE OUTPATIENT MANAGEMENT, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §307.0505.

CORPORATION SERVICE COMPANY, Registered Agent

BY:


PATRICIA G. PIZZUTO, as Agent for the Registered Agent

Dated: February 19, 1996.