

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
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800-142-8086



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Patricia Pizzato

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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COMM. DIV.

976-5432

T. BROWN MAR 15 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

March 12, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: NATIONAL CARE CENTERS OF NW MIAMI, INC.  
Ref. Number: W9600005432

26 MAR 15 1996 45  
RECEIVED

*Resubmit*

We have received your document for NATIONAL CARE CENTERS OF NW MIAMI, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's 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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 096A00011001

**ARTICLES OF INCORPORATION  
OF  
NATIONAL CARE CENTERS OF NW MIAMI, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is NATIONAL CARE CENTERS OF NW MIAMI, 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 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 of the Corporation is 7950 NW 53 Street - Suite 210 - Miami, Florida 33166.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have three directors 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 directors of the Corporation is as follows:

<b>NAME</b>	<b>ADDRESS</b>
PAUL L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131
OSVALDO S. MARTINEZ	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131
HILDA MONTERO	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131

#### **ARTICLE VII - INCORPORATOR**

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

<b>NAME</b>	<b>ADDRESS</b>
VERONICA Y. SYKES	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation

this 11th day March of, 1996.

Veronica Sykes  
Incorporator

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

**WITNESSETH**

That National Care Centers of NW Miami, 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 11th day March of, 1996.

Marialena Diaz  
MARIALENA DIAZ, REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL CARE CENTERS OF NW MIAMI, INC., a Florida corporation,  
P96000023596

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,  
P95000026997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50