

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222-9171
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800-342-8086

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FILED
96 MAR 12 PM 11
96 MAR 15 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FL 32304

W16 5430

T. BROWN MAR 15 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

Resubmit

SUBJECT: NATIONAL CARE CENTERS OF NARANJA, INC.
Ref. Number: W96000005430

We have received your document for NATIONAL CARE CENTERS OF NARANJA, 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: 196A00011000

RECEIVED
DIVISION OF CORPORATIONS
MAR 15 1996
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
NATIONAL CARE CENTERS OF NARANJA, INC.**

FILED
96 MAR 15 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is NATIONAL CARE CENTERS OF NARANJA, 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:

NAME	ADDRESS
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:

NAME	ADDRESS
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 of March, 1996.

Veronica Sykes
Incorporator

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

FILED
96 MAR 15 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That National Care Centers of Naranja, 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 of March, 1996.



MARIALENA DIAZ, REGISTERED AGENT

P96000023599

ARTICLES OF MERGER
Merger Sheet

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MERGING:

NATIONAL CARE CENTERS OF NARANJA, INC., a Florida corporation,
P98000023599

INTO

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corporation,
P95000028997

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50