

P96000033263

METROPOLITAN HEALTH NETWORKS, INC.

2240 Woolbright Road, Suite #342
Boyton Beach, Florida 33426
(407) 374-6144
Fax (407) 374-6145

April 11, 1996

300001781093
-01715/96--01148--019
***245.00 ***122.50

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for MetBilling Group, Inc. and MetCare, Inc.

Dear Sirs:

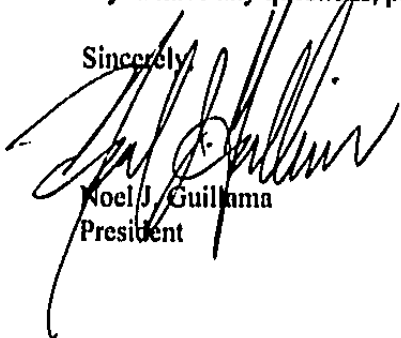
Enclosed please find the Articles of Incorporation for :

- 1. MetBilling Group, Inc.
- 2. MetCare, Inc.

Also enclosed is a check for \$245.00 to cover the recording fees.

If you have any questions, please contact me at the number listed above.

Sincerely,



Noel J. Guillama
President

FILED
 96 APR 15 AM 10:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APR 17 1996 BSB

309

ARTICLES OF INCORPORATION
OF
METCARE, INC.

FILED
96 APR 15 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MetCare, Inc. The principal place of business shall be 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, \$ 0.001 par value per share

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426, and then name of the initial registered agent of the corporation at that address is Noel J. Guillama.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is:

Noel J. Guillama 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426

ARTICLE VII INCORPORATOR

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

Noel J. Guillama
2240 Woolbright Road, Suite 342
Boynton Beach, FL 33426

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426, and the name of the initial registered agent of this corporation at that address is: Noel J. Guillama

ARTICLE IX

INDEMNIFICATION

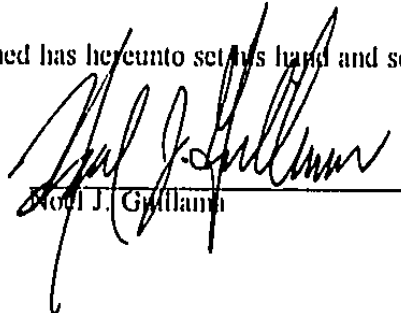
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11th day of April, 1996.



Noel J. Guillama

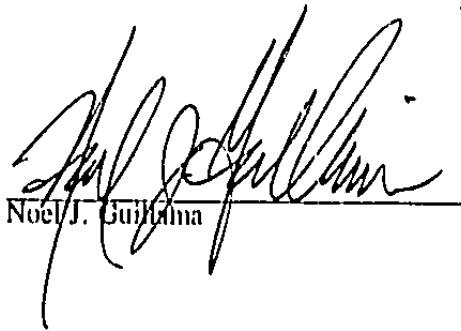
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

METCARE, INC., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boynton Beach, County of Palm Beach, State of Florida, has named Noel J. Guillama, 2240 Woolbright Road, Suite 342, Boynton Beach, FL, 33426, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.



Noel J. Guillama

FILED
96 APR 15 11:10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA