

P 96000043883

**METROPOLITAN HEALTH NETWORKS, INC.**

2240 Woolbright Road, Suite 342  
Boynton Beach, FL 33426  
(407) 374-6144

May 15, 1996

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-05/16/96--01116---006  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs:

Enclosed please find the Articles of Incorporation of MetCare Medical Group, Inc., and a check for \$122.50 for filing fees.

Please note that MetCare, Inc. releases the use of it's name to MetCare Medical Group, Inc.

Sincerely,

METROPOLITAN HEALTH NETWORKS, INC.

  
Noel J. Guilama  
President

NG/wm  
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METCARE, INC.

  
Noel J. Guilama  
President

96 MAY 16 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



ARTICLES OF INCORPORATION  
OF  
METCARE MEDICAL GROUP, INC.

FILED  
96 MAY 16 AM 8:56  
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 Medical Group, Inc. The principal place of business shall be 2240 Woolbright Rd., 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 or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is one thousand (1,000) shares of common stock having a one cent (\$0.01) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is 2240 Woolbright Rd., Suite 342, Boynton Beach, FL 33426, and the 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 names and addresses of the initial members of the Board of Directors are:

Noel J. Guillama

2240 Woolbright Rd., 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 Rd., 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 Rd., 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

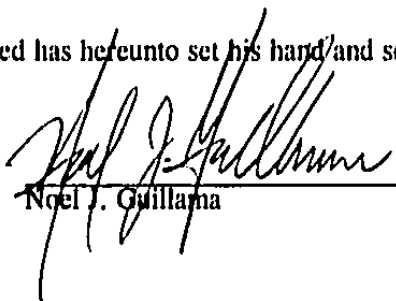
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### 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 14th day of May, 1996.

  
Noel J. Guillama

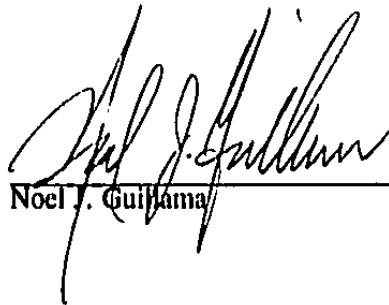
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY SERVED**

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

METCARE MEDICAL GROUP, 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 Rd., 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 MAY 16 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA