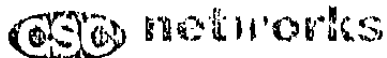


1201 BAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000255470



ACCOUNT NO. : 072100000032

REFERENCE : 005745 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizutto*

ORDER DATE : June 28, 1996

ORDER TIME : 5:43 PM

ORDER NO. : 005745

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq  
STEEL HECTOR & DAVIS

800001880398

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: NATIONAL CARE CENTERS OF  
MEDICAL SPECIALTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 1:10

RECEIVED  
96 JUL -1 AM 11:26  
DIVISION OF CORPORATIONS  
7/1/96

**ARTICLES OF INCORPORATION**

**OF**

**NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC.**

**ARTICLE I - NAME**

The name of the corporation is National Care Centers of Medical Specialties, 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 1:10

#### **ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 200 S. Biscayne Blvd - Suite 2410 - Miami, Florida 33131.

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

This Corporation shall have two 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

#### **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 28th day of June, 1996.

  
\_\_\_\_\_  
Veronica Y. Sykes  
Incorporator

. . . . .

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 1:10

**W I T N E S S E T H**

That National Care Centers of Medical Specialties, 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 28th day of June, 1996.

  
\_\_\_\_\_  
Marialena Diaz, Registered Agent

P96000055470

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

NATIONAL CARE CENTERS OF MEDICAL SPECIALTIES, INC., a Florida  
corporation, P96000055470

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