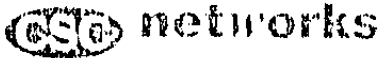


1201 BAY STREET
TALLAHASSEE, FL 32301-2007

090-142-0086

P96000055491



ACCOUNT NO. : 072100000032

REFERENCE : 005745 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -1 PM 1:09

ORDER DATE : June 28, 1996

ORDER TIME : 5:41 PM

ORDER NO. : 005745

CUSTOMER NO: 4306424

300001880403

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS

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

DOMESTIC FILING

NAME: CAREMED MEDICAL GROUP OF
SUNRISE, 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:

g 7/1/96

RECEIVED
95 JUL -1 AM 11:25
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 PM 1:09

CAREMED MEDICAL GROUP OF SUNRISE, INC.

ARTICLE I - NAME

The name of the corporation is CareMed Medical Group of Sunrise, 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 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:

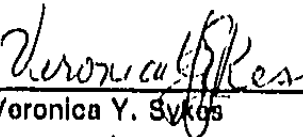
NAME	ADDRESS
PAUL L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131
OSVALDO S. MARTINEZ	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131

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 28th day of June, 1996.



Veronica Y. Sykes
Incorporator

.

CERTIFICATE DESIGNATING THE ADDRESS^{96 JUL -1 PM 1:09}
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W I T N E S S E T H

That CareMed Medical Group of Sunrise, 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
Marialena Diaz, Registered Agent

P96000055491

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CAREMED MEDICAL GROUP OF SUNRISE, INC., A FLORIDA
CORPORATION, P96000055491

INTO

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

File date: December 30, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50