

1201 HAYS STREET
TAMPA, FL 33602
813-222-1111
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RECEIVED
96 AUG 16 AM 10:48
DIVISION OF CORPORATION

PA 960000108451



ACCOUNT NO. : 072100000032
REFERENCE : 056021 4306424
AUTHORIZATION : Patricia Poynt
COST LIMIT : \$ 122.50

ORDER DATE : August 16, 1996
ORDER TIME : 10:13 AM
ORDER NO. : 056021
CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: P&O MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

cf
8/16/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 16 PM 1:19

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 16 PM 1:19

P&O MANAGEMENT, INC.

ARTICLE I - NAME

The name of the corporation is P&O Management, 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 \$.01 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 14th day of August, 1996.



Veronica Y. Sykes
Incorporator

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 16 PM 1:19

WITNESSETH

That: P&O Management, 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 14th day of August, 1996.

Marialena Diaz
Marialena Diaz, Registered Agent

896000068451

ACCOUNT NO. : 072100000032

REFERENCE : 304353 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pysit

ORDER DATE : March 24, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 304353-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

*Name
Change
Amend*

100002121421

DOMESTIC AMENDMENT FILING

NAME: P&O MANAGEMENT, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 MAR 24 AM 10:37

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 24 PM 3:10

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
P&O MANAGEMENT, INC.

FILED
97 MAR 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is P & O Management, Inc. (the "Corporation").

II.

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is CareMed Managed Care Services, Inc. (hereinafter called the "Corporation").

III.

This Amendment was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by the written consent of the members of the board of director of the Corporation dated as of March 18, 1997 and by the written consent of the sole holder of all of the outstanding shares of common stock of the Corporation dated as of March 18, 1997. The number of votes cast for the amendment was sufficient for approval by the sole shareholder.

IN WITNESS WHEREOF, P & O Management, Inc. have caused these Articles of Amendment to be executed effective as of the 18th day of March, 1997.

P & O Management, Inc.

Oswaldo S. Martinez

By: 
President