

1201 DAYS STREET
MIAMI, FL 33131-2398
P91000072659



TELEPHONE
TELETYPE
FAX
ACCOUNT NO. : 072100000032

REFERENCE : 071574 4306424

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 30 AM 10 06

ORDER DATE : August 30, 1996

ORDER TIME : 1:01 PM

ORDER NO. : 071574

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS

300001997333

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

DOMESTIC FILING

NAME: CAREMED MEDICAL GROUP OF
LAUDERHILL, 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: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
96 AUG 30 PM 3:53
DIVISION OF CORPORATION

9/3/96

ARTICLES OF INCORPORATION

OF

CAREMED MEDICAL GROUP OF LAUDERHILL, INC.

ARTICLE I - NAME

The name of the corporation is CareMed Medical Group of Lauderdale, 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.

(August 28, 1996)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 AM 10:06

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 August, 1996.

Veronica Y. Sykes
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 AUG 30 11:10:06

W I T N E S S E T H

That CareMed Medical Group of Lauderdale, 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 August, 1996.

Marialena Diaz

Marialena Diaz, Registered Agent

(August 28, 1996)

1201 HAYS STREET
TALLAHASSEE, FL 32301-2600
904-222-0071

800-342-8086



P96000072659

ACCOUNT NO. : 072100000032

REFERENCE : 139580 4306424

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 87.50

FILED
56 OCT 31 PM 3:53
TALLAHASSEE, FLORIDA

ORDER DATE : October 31, 1996

ORDER TIME : 12:41 PM

ORDER NO. : 139580-005

CUSTOMER NO: 4306424

400001993014--4

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

DOMESTIC AMENDMENT FILING

NAME: CAREMED MEDICAL GROUP OF
LAUDERHILL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
56 OCT 31 PM 1:23
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

NAmc
Chang
11/9
Dr

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAREMED MEDICAL GROUP OF LAUDERHILL, INC.**

FILED
56 OCT 31 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is CareMed Medical Group of Lauderhill, 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 AdmitCare, 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 directors of the Corporation dated as of October 30, 1996 and by the written
consent of the sole holder of all of the outstanding shares of common stock of the
Corporation dated as of October 30, 1996. The number of votes cast for the
amendment was sufficient for approval by the sole shareholder.

IN WITNESS WHEREOF, CareMed Medical Group of Lauderhill, Inc. has
caused these Articles of Amendment to be executed as of the 30th day of October,
1996.

CareMed Medical Group of Lauderhill, Inc.

Osvaldo S. Martinez

By: OSM
President