

100 HAYS STREET
TALLAHASSEE, FL 32301
904-241-0171
06-32-0006
P9600072663



PRESSURE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 071574 4306424

AUTHORIZATION :

Patricia Pizjuet

COST LIMIT : \$ 122.50

RECEIVED
SECRETARY OF REVENUE
DIVISION OF CORPORATIONS
96 AUG 30 11:10:56

ORDER DATE : August 30, 1996

ORDER TIME : 1:05 PM

ORDER NO. : 071574

100001937331

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: CAREMED MEDICAL GROUP OF
HALLANDALE, 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**

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

CAREMED MEDICAL GROUP OF HALLANDALE, INC.

ARTICLE I - NAME

The name of the corporation is Caremed Medical Group of Hallandale, 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)

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 28 day of August, 1996.

Veronica Y. Sykes

Veronica Y. Sykes
Incorporator

(August 28, 1996)

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED
W I T N E S S E T H**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 4:10:06

That CareMed Medical Group of Hallandale, 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 5607.0505, Florida Statutes.

Dated this 28 day of August, 1996.

Marialena Diaz
Marialena Diaz, Registered Agent

(August 28, 1996)

P96000072663

ARTICLES OF MERGER
Merger Sheet

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MERGING:

CAREMED MEDICAL GROUP OF HALLANDALE, INC., a Florida corporation,
P96000072663

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