

P96000076991

METROPOLITAN HEALTH NETWORKS, INC.

5100 Town Center Circle
Suite 560
(561) 416-9484
Fax (561) 416-9487
Boca Raton, FL 33486
Internet: <http://www.metcare.com>

August 28, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

100001940291
-09/05/96--01102--019
****122.50 ****122.50

Dear Sirs,

Enclosed please find the Articles of Incorporation for Metcare I, Inc. and a check for \$122.50.

Please note that the ownership interest in Metcare I, Inc. is the same as Metcare, Inc. and Metcare, Inc. authorizes the use of its name.

Sincerely,


Noel J. Guillama
President

NG/wm
DOC:SECSTATE

SEP 9 1996

BSB

6/9, 6/15

W96-18892

FILED
SEP 17 AM 9:48
TALLAHASSEE, FLORIDA

SEP 17 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1996

METROPOLITAN HEALTH NETWORKS, INC.
5100 TOWN CENTER CIRCLE
SUITE 560
BOCA RATON, FL 33486

SUBJECT: METCARE I, INC.
Ref. Number: W96000018892

We have received your document for METCARE I, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 996A00041969

ARTICLES OF INCORPORATION
OF
METCARE I, INC.

FILED
96 SEP 17 AM 8:48
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Metcare I, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida, 33486

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III. CAPITAL STOCK

A. Common Stock

The aggregate number of shares which the Corporation shall have the authority to issue is 50,000,000 which are divided into 40,000,000 shares of Common Stock, \$ 0.001 par value per share and 10,000,000 shares of Preferred Stock, \$ 0.001 par value per share

B. Preferred Stock.

1. Shares of Preferred Stock may be issued from time to time in one or more classes as may from time to time be determined by the Board of Directors, each of said class(s) is to be distinctly designated. All shares of any one class of Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends, if any, thereon shall be cumulative, if made cumulative. The voting powers and the preferences and relative, participating, optional and other special rights of each such class, and the qualifications, those of any and all other classes at any time outstanding; and that Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any particular class of Preferred Stock the voting powers and the designation, preferences and relative, optional and other special rights, and the qualifications, limitations and restrictions of such class, including, but without limiting the generality of the foregoing, the following:

- (a) The distinctive designation of and the number of shares of Preferred Stock which shall constitute such class, which number may be increased (except where otherwise provided

[Handwritten signature]

by the Board of Directors) or decrease (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) The rate and times at which, and the terms and conditions on which, dividends, if any, on Preferred Stock of such class shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes of stock and whether such dividends shall be cumulative or non-cumulative;

(c) The right, if any, of the holders of Preferred Stock of such class convert the same into or exchange the same for shares of any other class or classes of stock of the Corporation and the terms and conditions of such conversion or exchange;

(d) Whether or not Preferred Stock of such class shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, Preferred Stock of such class may be redeemed;


(e) The rights, if any, of the holders of Preferred Stock of such class upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up, of the Corporation;

(f) The terms of the sinking fund or redemption or purchase account if any, to be provided for the Preferred Stock of such class; and

(g) The voting powers, if any, of the holders of such class of Preferred Stock which may, without limiting the generality of the foregoing, include the right, voting as a class or by itself or together with other voting as a class or by itself or together with other classes of Preferred Stock, to elect one or more directors of the Corporation if there shall have been a default in the payment of dividends on any one or more class of Preferred Stock or under such other circumstances and on such conditions as the Board of Directors may determine.

(2) The relative powers, preferences and rights of each class of Preferred Stock in relationship to the powers, preference and rights of each other class of Preferred Stock shall in each case, be as fixed from time to time by the Board of Directors and the consent, by class vote or otherwise, of the holders of such of the classes of Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other class(s) of Preferred Stock whether or not those powers, preferences and rights of such other classes shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding classes, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such class voting therein shall be required for the issuance of any or all other classes of Preferred Stock.

(3) Subject to the provisions of subparagraph 2 of this paragraph B, shares of the Commons Stock or any other class of Preferred Stock as maybe be from time to time as the Board of



Directors of the Corporation shall determine and on such terms and for such consideration as shall fixed by the Board of Directors.

(4) The authorized amount of shares of Common Stock and of Preferred Stock may, without a class vote be increased or decrease from time to time by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote thereon.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is 5100 Town Center Circle, Suite 560, Boca Raton, Florida, 33486 and then name of the initial registered agent of the corporation at that address is Noel J. Guillama.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The name and address of the initial member of the Board of Directors is:

Noel J. Guillama 5100 Town Center Circle, Suite 560, Boca Raton, FL 33486

Tony Milian 5100 Town Center Circle, Suite 560, Boca Raton, FL 33486

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Noel J. Guillama
5100 Town Center Circle
Suite 560
Boca Raton, FL 33486

ARTICLE VIII


INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5100 Town Center Circle, Suite 560, Boca Raton, FL, 33486, and the name of the initial registered agent of this corporation at that address is: Noel J. Guillama.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13th day of September, 1996


Noel J. Guillama

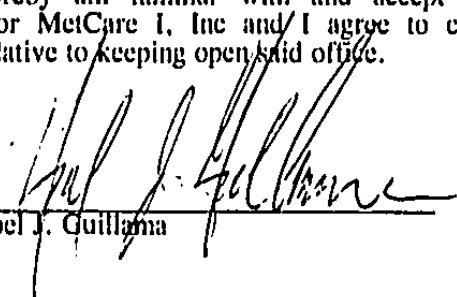
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Metcare I, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boca Raton, County of Palm Beach, State of Florida, has named Noel J. Guillama, 5100 Town Center Circle, Suite 560, Boca Raton, FL, 33486, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for MetCare I, Inc and I agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.


Noel J. Guillama

DOC\METCARE\JAOI

FILED
96 SEP 17 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 000076 991

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

**FLORIDA REHABILITATION SERVICES, INC., a Florida corporation,
P93000041703**

SOUTHEAST MEDICAL STAFFING, INC., a Florida corporation, P96000028099

INTO

METCARE I, INC., a Florida corporation, P96000076991

File date: September 27, 1996

Corporate Specialist: Linda Stitt

Account number: 076247002423

Account charged: 62.50

9/27/96

P96000076991

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:20 PM

((H96000013599 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 523-1952

NAME: METCARE I, INC.

AUDIT NUMBER.....H96000013599

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$157.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] || COMPUSER || MENU

|| 0:10:03 || 12:28p || Capture Off

FILED
96 SEP 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 27 PM 3:46
DIVISION OF CORPORATIONS

*C. J. G. man
Linda*

1196000013599

ARTICLES OF MERGER
OF
FLORIDA REHABILITATION SERVICES, INC.
and
SOUTHEAST MEDICAL STAFFING, INC.
Florida corporations

into

METCARE I, INC.
a Florida corporation

FILED
96 SEP 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** FLORIDA REHABILITATION SERVICES, INC. ("FRSI") and SOUTHEAST MEDICAL STAFFING, INC., ("SMSI") Florida corporations, shall be merged with and into METCARE I, INC., ("Metcare") (FRSI, SMSI and Metcare collectively referred to herein as the "Constituent Corporations") (the "Merger"), and Metcare shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date shall be hereby amended so as to change the name of the Surviving Corporation to "_____". All other provisions of said Articles of Incorporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Metcare shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of FRSI and SMSI, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in

B96000013599
004221.9006222.1

JOEL D. MATERSOHN, ESQ., FL BAR # 0093492
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301 (954) 763-1200

H96000013599

either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of FRSI and SMSI issued and outstanding immediately prior thereto shall be changed and converted into the right to receive the consideration set forth in Section 3.2 of the Merger Agreement between Metropolitan Health Networks, Inc., a Florida corporation ("MHN"), Metcare I, Inc., a Florida corporation and a wholly owned subsidiary of MHN, Florida Rehabilitation Services, Inc., a Florida corporation, and Southeast Medical Staffing, Inc., a Florida corporation and Dr. Frederick J. Kunen.

SECOND: The effective date of the merger is September 25, 1996.

THIRD: The plan of merger was adopted by the shareholders of FRSI and SMSI, Florida corporations, on the 20 day of September, 1996, and was adopted by the shareholders of Metcare I, Inc. a Florida corporation, on the 20 day of September, 1996.

Signed this 25 day of September, 1996.

METCARE I, INC.
a Florida corporation

By: [Signature]
Its: Executive Vice President and Chief Financial Officer

FLORIDA REHABILITATION SERVICES, INC.
a Florida corporation


By: [Signature]
Its: President

SOUTHEAST MEDICAL STAFFING, INC.
a Florida corporation

By: [Signature]
Its: President

H96000013599

9844821.800482325.1

 **P96000076991**

November 4, 1996

Via Federal Express

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001396691--9
-11/05/96--01165--020
*****87.50 *****87.50

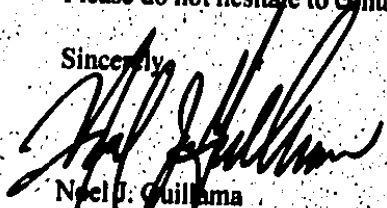
Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for MetCare I, Inc., and check number 1543 made payable to the Department of State in the amount of Eighty-seven dollars, fifty cents (\$87.50).

Please file the Articles of Amendment and return a certified copy of the Articles of Amendment to the attention of Lorie A. Cartwright at Metropolitan Health Networks, Inc., at the below-referenced address.

Please do not hesitate to contact me with any questions.

Sincerely,



Noel J. Guillama
President and Chief Executive Officer
Metropolitan Health Networks, Inc.

Metropolitan Health Networks, Inc.
5100 Town Center Circle, Suite 560
Boca Raton, Florida, 33486-1008

561-416-9484
561-416-9487 Fax

INTERNET: <http://www.metcare.com>

96 NOV -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Handwritten: OK P96000076991
11-4-96
* cert copy

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
METCARE I, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Directors of METCARE I, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000076991, do hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated October 25, 1996, the Shareholders and Directors approved the amendments to the Corporation's Articles of Incorporation as follows:

Article I and Article VI of the Articles of Incorporation of this Corporation are amended to read in entirety as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be: MetRehab Group, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486

**ARTICLE VI
DIRECTORS**

This Corporation shall have two (2) directors. The names and addresses of the Board of Directors are:

Noel Guillama	5100 Town Center Circle, Ste. 560, Boca Raton, FL 33486
Donald Cohen	5100 Town Center Circle, Ste. 560, Boca Raton, FL 33486

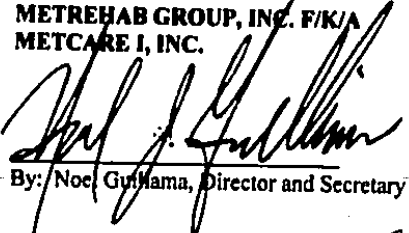
The foregoing instrument was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors on October 25, 1996, and by the Shareholders of the Corporation acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

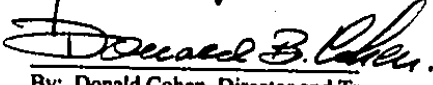
IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Amendment as of October 31, 1996.

SOLE SHAREHOLDER


Metropolitan Health Networks, Inc.
Noel J. Guillama
President and Chief Executive Officer

**METREHAB GROUP, INC. F/K/A
METCARE I, INC.**


By: Noel Guillama, Director and Secretary


By: Donald Cohen, Director and Treasurer

96 NOV -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED