

196000078618

Metropolitan Health Networks, Inc.
5100 Town Center Circle, Suite 500
Orlando, Florida, 32834-1000

801-410-0404
801-410-0407 Fax

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Unet care III, Inc.
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

96A-43696

9/23

ARTICLES OF INCORPORATION
OF
METCARE III, INC.

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.

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ARTICLE I. NAME

The name of the corporation shall be Metcare III, 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 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 may 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 be 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 the 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

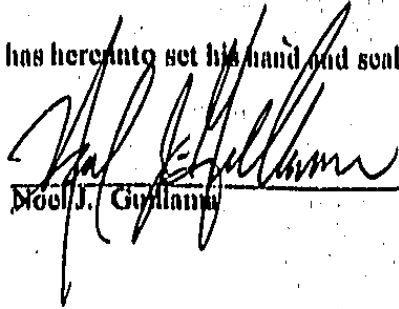
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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. Guiliana

**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 III, 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 360, 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 III, Inc. and I agree to comply with the provisions of Chapter
48,091, F.S., relative to keeping open said office.



Noel J. Guillama

96 SEP 20 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

GENERAL MEDICAL ASSOCIATES, INC., a Florida corporation, V37878

INTO

METCARE III, INC., a Florida corporation, P96000078618

File date: August 15, 1997

Corporate Specialist: Darlene Connell

P96000078618

8/18/97

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CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: GENERAL MEDICAL ASSOCIATES, INC.

AUDIT NUMBER.....H97000013482

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Merger
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

METCARE III, INC.
5100 TOWN CENTER CIRCLE
SUITE 560
BOCA RATON, FL 33486

SUBJECT: METCARE III, INC.
REF: F96000078618

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the 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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013452
Letter Number: 997A00041434

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
GENERAL MEDICAL ASSOCIATES, INC.**

Into

**METCARE III, INC.
a Florida corporation**

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.** GENERAL MEDICAL ASSOCIATES, INC., ("GMI") shall be merged with and into METCARE III, INC., a Florida corporation, ("Metcare"), (GMI 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, 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 GMI, except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:

Joel D. Mayersohn, Esq., FL Bar #0093492
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
(954) 763-1200

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TALLAHASSEE, FLORIDA

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 thereupon 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 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 Metcare issued and outstanding immediately prior thereto shall be changed and converted into the right to receive one (1) share of Common Stock of Surviving Corporation and (ii) all of the shares of GMI shall be converted into the right to receive the consideration set forth in Section 2.7 of the Merger Agreement between Metropolitan Health Networks, Inc., a Florida corporation, Metcare, General Medical Associates, Inc. and Martin Harrison.

SECOND: The Effective Date of the merger is August 6th, 1997.

THIRD: The plan of merger was adopted by the shareholders of Metcare, a corporation, on the 6th day of August, 1997, and was adopted by the shareholder of GMI, a Florida corporation, on the 6th day of August, 1997.

6. **Directors.** The Directors of the Surviving Corporation shall be Martin Harrison, Donald Cohen and Noel Guillama.

Signed this 6th day of August, 1997.

METCARE III, INC.

a Florida corporation

By: Donald B. Cohen

Its: Exec. Vice President
DONALD B. COHEN

GENERAL MEDICAL ASSOCIATES, INC.

a Florida corporation

By: Martin Harrison

Its: President MARTIN HARRISON