

PA600078634  
METCARE<sup>TM</sup>

September 19, 1996

SECRET 1542569  
-09/20/96--01031--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Via Federal Express (Airbill number 1726847430)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 20 AM 11:50

FILED

Dear Sir or Madam:

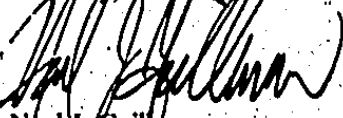
Enclosed please find Articles of Incorporation for the following companies:

Metcare II, Inc.  
Metcare III, Inc.  
Metcare IV, Inc.  
Metcare V, Inc.  
Metcare VI, Inc.

Please file each company and return a certified copy of the Articles to my attention at Metropolitan Health Networks, Inc., at the below-referenced address.

Please do not hesitate to contact me with any questions.

Sincerely,



Noel V. 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.motcare.com>



ARTICLES OF INCORPORATION  
OF  
METCARE II, INC.

FILED  
95 SEP 20 AM 11:50  
SECRETARY OF STATE  
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 II, 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 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 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. Gullanna

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

  
\_\_\_\_\_  
Noel J. Guillama

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 SEP 20 AM 11:50

FILED

P96000078634

ARTICLES OF MERGER  
Morgor Shoot

.....  
MERGING:

METCARE II, INC., a Florida corporation, P96000078634

INTO

PAUL WAND, INC. which changed its name to

METCARE II, INC., a Florida corporation, G16160

File date: March 13, 1997

Corporate Specialist: Linda Stitt

**P96000078634**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued and such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: METROPOLITAN HEALTH NETWORKS INC EIN or SS#: \_\_\_\_\_

Address: 1100 TOWN CENTER CIRCLE, #560  
Boca Raton FL 33486

Amount: \$165.00 Date Paid 4/21/97

Reason for claim: Corp merged, no HR required - P96000078634  
GPT 5/12/97

Certified true and correct this 11<sup>th</sup> day of MAY, 19 97.

Signature \_\_\_\_\_

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

<b>For Agency Use Only</b>	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$	<u>165.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No.	<u>464331020</u> dated <u>05-06-97</u>
Name of Account	
<u>45202130001453000000000010000</u>	
Statutory Authority for Collection <u>60.1</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	
<u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	
(Agency)	(Authorized Signature and Title)