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Requester's Name  
Metropolitan Health Networks, Inc.  
8100 Town Center Circle, Suite 600  
Orlando, Florida, 32830-1000  
601-410-0404  
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1. Metcare VI, Inc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Signature]*  
9/23

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF  
METCARE VI, INC.

FILED  
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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 VI, 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. Guilman

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

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

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