



P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 332537 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pujato

ORDER DATE : April 16, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 332537-005

300002144683--3

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: NATIONSMED HEALTH
ADMINISTRATORS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

4/16
Jon
Name Change
C.C.

FILED
97 APR 16 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NATIONSMED HEALTH ADMINISTRATORS, INC.

FILED
97 APR 16 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

The name of the corporation is NationsMed Health Administrators, Inc. (the "Corporation").

II.

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is CareMed Medical Group, Inc. (hereinafter called the "Corporation").

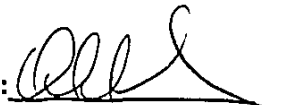
III.

This Amendment was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by the written consent of the members of the board of director of the Corporation dated as of April 7, 1997 and by the written consent of the sole holder of all of the outstanding shares of common stock of the Corporation dated as of April 7, 1997. The number of votes cast for the amendment was sufficient for approval by the sole shareholder.

IN WITNESS WHEREOF, NationsMed Health Administrators, Inc. have caused these Articles of Amendment to be executed effective as of the 7th day of April, 1997.

NATIONSMED HEALTH ADMINISTRATORS, INC.

Osvaldo S. Martinez

By: 
President

P960000 95815

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSMED MEDICAL GROUP OF HIALEAH, INC., a Florida corporation,
document number S56422

INTO

CAREMED MEDICAL GROUP, INC., a Florida corporation, P96000095815

File date: April 17, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

P960000 95815

ACCOUNT NO. : 072100000032

REFERENCE : 335049 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 2:52 PM

ORDER NO. : 335049-015

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

700002147257--9

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~and~~ +

NATIONSMED MEDICAL GROUP OF
HIALEAH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

Patricia Pijet
97 APR 17 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 17 PM 3:34
DIVISION OF CORPORATION

Morgan
K. S.
4/18

ARTICLES OF MERGER
OF
NATIONSMED MEDICAL GROUP OF HIALEAH, INC.
(a Florida corporation)
AND
CAREMED MEDICAL GROUP, INC.
(a Florida corporation)

FILED
97 APR 17 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. NationsMed Medical Group of Hialeah, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.), a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which the Merging Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on April 8, 1997. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective upon the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.) ("Parent") and the name of the subsidiary corporation is NationsMed Medical Group of Hialeah, Inc. ("Merging Subsidiary").

B. All of the issued and outstanding shares of NationsMed Medical Group of Hialeah, Inc. (1,000 shares of common stock, par value \$1.00 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of Parent's Merging Subsidiary common stock. Therefore,


upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved April 8, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 8, 1997.

NATIONSMED MEDICAL GROUP OF
HIALEAH, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED MEDICAL GROUP, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

MIA9510/148021-1

P96000095815

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSMED MEDICAL GROUP OF COOPER CITY, INC., a Florida
corporation, document number P94000002084

INTO

CAREMED MEDICAL GROUP, INC., a Florida corporation, P96000095815

File date: April 17, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

P9600095815

ACCOUNT NO. : 072100000032

REFERENCE : 335049 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujate

ORDER DATE : April 17, 1997

ORDER TIME : 2:46 PM

ORDER NO. : 335049-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
97 APR 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002147254--9

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~and~~ +

NATIONSMED MEDICAL GROUP OF
COOPER CITY, INC.

RECEIVED
97 APR 17 PM 3:34
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

Morgan
4/18

ARTICLES OF MERGER
OF
NATIONSMED MEDICAL GROUP OF COOPER CITY, INC.
(a Florida corporation)
AND
CAREMED MEDICAL GROUP, INC.
(a Florida corporation)

FILED
91 APR 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. NationsMed Medical Group of Cooper City, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.), a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").
2. The Plan of Merger (as hereinafter defined) pursuant to which the Merging Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on April 8, 1997. No approval by the shareholder of the Parent was required.
3. The Merger shall become effective upon the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida (the "Effective Date").
4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):
 - A. The name of the parent corporation is CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.) ("Parent") and the name of the subsidiary corporation is NationsMed Medical Group of Cooper City, Inc. ("Merging Subsidiary").
 - B. All of the issued and outstanding shares of NationsMed Medical Group of Cooper City, Inc. (100 shares of common stock, par value \$1.00 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the


Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved April 8, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 8, 1997.

NATIONSMED MEDICAL GROUP OF
COOPER CITY, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED MEDICAL GROUP, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

P960000 95815

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSMED MEDICAL GROUP OF CORAL WAY, INC., a Florida corporation,
document number S56426

INTO

CAREMED MEDICAL GROUP, INC., a Florida corporation, P96000095815

File date: April 17, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 335049 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 2:51 PM

ORDER NO. : 335049-010

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

Patricia Pujato
97 APR 17 PM 4:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002147253--2

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~and~~ of

NATIONSMED MEDICAL GROUP OF
CORAL WAY, INC.

RECEIVED
97 APR 17 PM 3:34
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

[Handwritten signature]
CORPORATION

RECEIVED
97 APR 17 PM 3:34

ARTICLES OF MERGER
OF
NATIONSMED MEDICAL GROUP OF CORAL WAY,
(a Florida corporation)
AND
CAREMED MEDICAL GROUP, INC.
(a Florida corporation)

FILED
91 APR 17 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. NationsMed Medical Group of Coral Way, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.), a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").
2. The Plan of Merger (as hereinafter defined) pursuant to which the Merging Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on April 8, 1997. No approval by the shareholder of the Parent was required.
3. The Merger shall become effective upon the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida (the "Effective Date").
4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):
 - A. The name of the parent corporation is CareMed Medical Group, Inc. (formerly named NationsMed Health Administrators, Inc.) ("Parent") and the name of the subsidiary corporation is NationsMed Medical Group of Coral Way, Inc. ("Merging Subsidiary").
 - B. All of the issued and outstanding shares of NationsMed Medical Group of Coral Way, Inc. (1,000 shares of common stock, par value \$1.00 per share) are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other


corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved April 8, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 8, 1997.

NATIONSMED MEDICAL GROUP OF
CORAL WAY, INC.

By: 
Name: Osvaldo S. Martinez
Title: President

CAREMED MEDICAL GROUP, INC.

By: 
Name: Osvaldo S. Martinez
Title: President