

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
904-224-0171  
904-224-0393 FAX

800-342-8086

796000095815



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 166061 4306424

AUTHORIZATION :

*Patricia Pyjette*

COST LIMIT : \$ 122.50

ORDER DATE : November 25, 1996

800002013078--9

ORDER TIME : 9:23 AM

ORDER NO. : 166061-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

FILED  
96 NOV 25 AM 10:29  
SEC. OF STATE  
TALLAHASSEE, FL

DOMESTIC FILING

NAME: NATIONSMED HEALTH  
ADMINISTRATORS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*KR*  
*11-25-96*

RECEIVED  
96 NOV 25 AM 9:56  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONSMED HEALTH ADMINISTRATORS, INC.**

FILED  
96 NOV 25 PM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

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

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 8325 NW 53 Street, Suite 100, Miami, Florida 33166; and the name of the initial registered agent of the Corporation at that address is Marialena Diaz.

#### **ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 8325 NW 53 Street - Suite 100 - Miami, Florida 33166

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation is as follows:

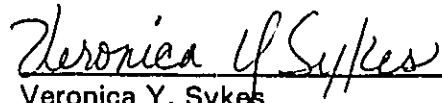
<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
PAUL L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131
OSVALDO S. MARTINEZ	8325 NW 53 Street - Suite 100 Miami, Florida 33166
PABLO L. CEJAS	200 S. Biscayne Blvd - Suite 2410 Miami, Florida 33131

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
VERONICA Y. SYKES	8325 NW 53 Street - Suite 100 Miami, Florida 33166

IN WITNESS WHEREOF, the incorporator has executed these Articles of  
Incorporation this 20th day of November, 1996.

  
Veronica Y. Sykes  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS**  
**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**  
**WITNESSETH**

That NationsMed Health Administrator's, Inc., desiring to organize under the laws of the State of Florida, has named, Marialena Diaz, located at 8325 NW 53 Street, Suite 100, Miami, Florida 33166 as its registered agent and to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Section §607.0505, Florida Statutes.

Dated this 20th day of November, 1996.

**FILED**  
**96 NOV 29 AM 10:30**  
**SECRET**  
**TALL**

  
\_\_\_\_\_  
Marialena Diaz, Registered Agent



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--3

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~END~~ &

NATIONSMED MEDICAL GROUP OF  
HIALEAH, INC.

PLEASE RETURN THE FOLLOING AS PROOF OF FILING:

X        CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*Alger*  
*XLS*  
*4/18*

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

RECEIVED  
97 APR 17 PM 3:34  
DIVISION OF CORPORATION

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

FILED  
91 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

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

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

CUSTOMER NO: 4306424

300002144683--3

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:

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

☒ 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  
*John*  
*Mayne*  
*Change*  
*C.C.*

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



THE UNITED STATES  
CORPORATION  
COMPANY

P9600095815

ACCOUNT NO. : 072100000032

REFERENCE : 335049 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjute

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

4000002147254--9

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~335049~~ +

NATIONSMED MEDICAL GROUP OF  
COOPER CITY, INC.

RECEIVED  
97 APR 17 PM 3:34  
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X ☐ CERTIFIED COPY  
☐ PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

Handwritten initials and date: 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**  
**97 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

300002147258--2

ARTICLES OF MERGER

CAREMED MEDICAL GROUP INC.

~~CAREMED~~ &

NATIONSMED MEDICAL GROUP OF  
CORAL WAY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*Merges*  
*05/18*  
*4*

*Ruticia Pizant*  
FILED  
97 APR 17 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 17 PM 3:34  
DIVISION OF CORPORATION

RECEIVED  
97 APR 17 PM 3:34  
DIVISION OF CORPORATION

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

**FILED**  
97 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.

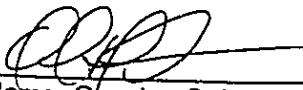
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved April 8, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

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



THE UNITED STATES  
CORPORATION  
COMPANY

P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 343903 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50 Patricia Pysant

ORDER DATE : April 25, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 343903-015

CUSTOMER NO: 4306424

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

000002154720--3

DOMESTIC AMENDMENT FILING

NAME: CAREMED MEDICAL GROUP, INC.  
AND HIALEAH

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:

FILED  
91 APR 25 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Net Cost  
\$61.25

91 APR 25 PM 10:42  
RECEIVED

ARTICLES OF CORRECTION  
TO THE  
ARTICLES OF MERGER  
OF  
CAREMED MEDICAL GROUP, INC.  
AND  
NATIONSMED MEDICAL GROUP OF HIALEAH, INC.


FILED  
97 APR 25 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby file a correction to the Articles of Merger of CareMed Medical Group, Inc. ("Parent") and NationsMed Medical Group of Hialeah, Inc. ("Subsidiary"), providing for the merger of the Subsidiary with and into the Parent (the "Articles of Merger"), as follows:

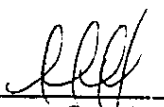
1. On April 17, 1997 the Articles of Merger were filed with the Department of State, a copy of which is attached hereto as Exhibit "A" and made a part hereof by reference, providing for the merger of the Subsidiary with and into the Parent (the "Merger").
2. Paragraph 3 of the Articles of Merger contains scrivener's errors, underscored in Exhibit "A," which specified the incorrect document and effective time of the Merger.
3. Paragraph 3 of the Articles of Merger is hereby corrected to read as follows:  
"The Merger shall become effective on July 1, 1997 (the "Effective Date")."

Dated this 24th day of April, 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

# State of Florida



## Department of State

Exhibit A

I certify the attached is a true and correct copy of the Articles of Merger, filed on April 17, 1997, for CAREMED MEDICAL GROUP, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P96000095815.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capitol, this the  
Eighteenth day of April, 1997



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

**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.

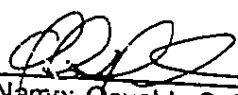
5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved April 8, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

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

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