



THE UNITED STATES
CORPORATION
COMPANY

P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 343903 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50 Patricia Project

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

Art Costa
4/25/97

RECEIVED
97 APR 25 AM 10:42
TALLAHASSEE, FLORIDA

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

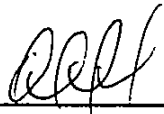
FILED
97 APR 25 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

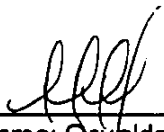
By: 
Name: Osvaldo S. Martinez
Title: President

Exhibit A



Department of State

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)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

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

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

AND
CAREMED MEDICAL GROUP, INC.
(a Florida corporation)

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

CSC NETWORKS

P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

Incorporation & business services since 1899

P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 343903 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyjot

ORDER DATE : April 25, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 343903-010

CUSTOMER NO: 4306424

000002154710--4

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

DOMESTIC AMENDMENT FILING

NAME: CAREMED MEDICAL GROUP, INC.
AND CORAL WAY

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
97 APR 25 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art Gail
4/25

RECEIVED
97 APR 25 AM 10:42
FEDERAL BUREAU OF INVESTIGATION
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

**ARTICLES OF CORRECTION
TO THE
ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP, INC.
AND
NATIONSMED MEDICAL GROUP OF CORAL WAY, INC.**

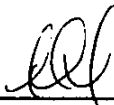
FILED
97 APR 25 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby file a correction to the Articles of Merger of CareMed Medical Group, Inc. ("Parent") and NationsMed Medical Group of Coral Way, 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
CORAL WAY, 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 CORAL WAY, INC.
(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

CSC NETWORKS
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

Incorporation & business services since 1899

P96000095815

ACCOUNT NO. : 072100000032

REFERENCE : 343903 4306424

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyjunt

ORDER DATE : April 25, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 343903-005

900002154709--7

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: CAREMED MEDICAL GROUP, INC.
AND COOPER CITY

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
97 APR 25 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 25 AM 10:43
TALLAHASSEE, FLORIDA

Pat Over

**ARTICLES OF CORRECTION
TO THE
ARTICLES OF MERGER
OF
CAREMED MEDICAL GROUP, INC.
AND
NATIONSMED MEDICAL GROUP OF COOPER CITY, INC.**

FILED
97 APR 25 PM 1:07
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 Cooper City, 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").

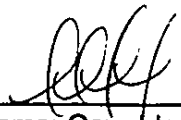
2. Paragraph 3 of the Articles of Merger contains scrivener's errors, underscored in Exhibit "A," which specified the incorrect document and effective time of the Merger.

3. Paragraph 3 of the Articles of Merger is hereby corrected to read as follows:

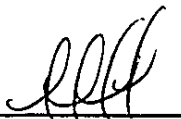
"The Merger shall become effective on July 1, 1997 (the "Effective Date").

Dated this 24th day of April, 1997.

NATIONSMED MEDICAL GROUP OF
COOPER CITY, 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 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

DIVISION OF COMMERCE


- 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

Peninsula Group

P96000097184

April 20, 1997

Florida Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Peninsula Group Capital Corporation
Document number P96000097184
Change of Address

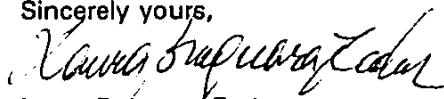
Gentlemen:

Please be advised that the above referenced corporation has changed its address to the following, effective immediately:

Peninsula Group Capital Corporation
Post Office Box 3123
Palm Beach, FL 33480

Thank you.

Sincerely yours,



Laura Brognara Fedor
President

cc: CSC Networks
1201 Hays Street
Tallahassee, FL 32301

KS⁴/25