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LAW OFFICES

**FRANK E. AMSALEM, P.A.**

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November 20, 1997

Department of State  
Division of Corporations  
Post Office 6327  
Tallahassee, Florida 32314

800002355118--9  
-11/24/97-01023-017  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: SelectCare, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above mentioned corporation and a check in the amount of \$122.50.

Please send back a certified copy of the corporate documents to my office as soon as possible. Please fax over to my office a copy of the corporate number assigned to this corporation so that a bank account can be opened as soon as possible.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,

Frank E. Amsalem, Esq.

FEA/fa  
Encl.

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97 NOV 21 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

697A 55981

B. REGISTER NOV 21 1997

**ARTICLES OF INCORPORATION OF  
SELECTCARE, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for the corporation:

**ARTICLE I.**

**NAME**

The name of the corporation is: **SELECTCARE, INC.**

**ARTICLE II.**

**PRINCIPAL OFFICE**

The street address of the corporation's initial principal office is 777 Arthur Godfrey Road, City of Miami Beach, County of Dade, State of Florida, 33140.

**ARTICLE III.**

**CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV.**

**PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of Managed Health Care.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on or in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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TALLAHASSEE, FLORIDA

**ARTICLE V.  
CAPITALIZATION**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is Three Hundred (300) shares. These shares shall be of a single class of common stock, and shall have a par value of \$20.00 per share.

**ARTICLE VI.  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 777 Arthur Godfrey Road, City of Miami Beach, County of Dade, State of Florida, 33140, and the name of its initial registered agent at such address is Frank E. Amsalem.

**ARTICLE VII.  
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida, including, but not limited to, the following: Entering into contracts with medical providers and insurance companies, entering into leases, purchasing equipment and/or real estate, investing in stock, hiring employees, doing billing and collections for medical providers, etc.

**ARTICLE VIII  
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

1. Frank E. Amsalem, Esq., 420 Lincoln Road, Suite 258, Miami Beach, Florida 33139

## **ARTICLE IX.**

### **DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is four (4), and the names and addresses of the initial directors are:

1. Frank E. Amsalem, 420 Lincoln Road, Miami Beach, Florida 33139
2. Martin Harrison, 1865 N.E. 163rd Street, North Miami Beach, Florida 33160
3. Michelle Rebecca Bernstein, 320 University Drive, Coral Gables 33134.
4. Michael P. Goldstein, 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486.

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors until that number is changed by a bylaw duly adopted by the shareholders.

## **ARTICLE X.**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

## **ARTICLE XI.**

### **TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XII.**  
**INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XIII.**  
**BYLAWS**


The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the directors, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE XIV.**  
**DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporator of this corporation, has executed these articles of incorporation at 420 Lincoln Road, Suite 258, Miami Beach, Florida 33139.

Dated 20 November, 1997.

  
\_\_\_\_\_  
Frank E. Amsalem

**STATE OF FLORIDA )**

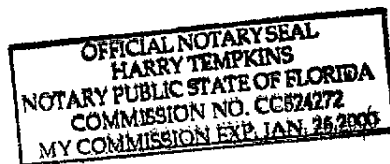
**COUNTY OF DADE )**

**BEFORE ME**, the undersigned Notary Public, personally appeared Frank E. Amsalem, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida on November 20, 1997.

  
\_\_\_\_\_  
Notary Public State of Florida

\_\_\_\_\_  
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

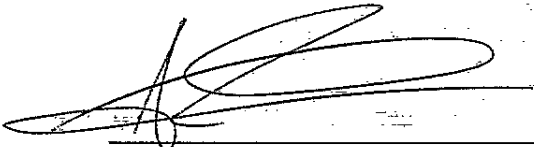
1. The name of the corporation is: SelectCare, Inc..
2. The name and the address of the registered agent and office is:

Frank E. Amsalem  
777 Arthur Godfrey Road  
Miami Beach, Florida 33140

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Having been named to accept service or 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. 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.

Dated: 20 November, 1997



Frank E. Amsalem

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