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C O N T I N U C A R E
C O R P O R A T I O N

November 4, 1997

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****122.50 ****122.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

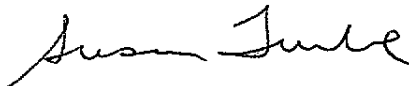
Subject: Continucare Outpatient Services, Inc.
100 S.E. 2 Street
36th Floor
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 20 PM 12:40

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and our check in the sum of \$122.50. Please provide us with a certified copy of the articles and charter number.

Sincerely,



Susan Tarbe
General Counsel
Executive Vice President

ST:jc

Enclosures

100 SE SECOND STREET • 36TH FLOOR

MIAMI, FLORIDA 33131

TEL 305.350.7515
FAX 305.350.9833 • 305.350.9830

11-24-97
WS

**ARTICLES OF INCORPORATION OF
CONTINUCARE OUTPATIENT SERVICES, INC.**

**ARTICLE ONE
CORPORATE NAME**

The name of the corporation is:

CONTINUCARE OUTPATIENT SERVICES, INC.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with a \$1.00 par value.

**ARTICLE FIVE
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business is:

100 S.E. 2nd Street
36th Floor
Miami, Florida 33131

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 100 S.E. 2 Street, 36th Floor, Miami, Florida 33131, and the initial Registered Agent is Susan Tarbe, Esquire

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ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but in no event, shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT
INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Charles M. Fernandez
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE NINE
INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Charles M. Fernandez
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.


ARTICLE ELEVEN
INDEMNIFICATION

The corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter

ARTICLE TWELVE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 4th day of November, 1997.


CHARLES M. FERNANDEZ
Incorporator

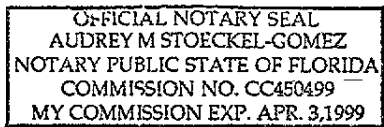
STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared CHARLES M. FERNANDEZ, to me known to be the person described as incorporator of the corporation who produced no identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 4th day of November, 1997.

- Personally known to me, or who,
- did exhibit to me Florida Driver's
- License No. _____
- and who
- did take an oath
- did not take an oath


Notary Public, State of Florida
Print Name: AUDREY M. STOECKEL-GOMEZ
Commission No. _____



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

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 DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is:
CONTINUCARE OUTPATIENT SERVICES, INC.
2. The name and address of the registered agent and registered office are:

SUSAN TARBE, ESQUIRE
Name

100 S.E. 2 STREET
36TH FLOOR
MIAMI, FLORIDA 33131

Having been named as registered agent and designated 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. 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.



SUSAN TARBE

Dated 11/14/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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