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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CAREMED MANAGEMENT OF MIAMI, INC.

AUDIT NUMBER.....H98000020672

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CAREMED MANAGEMENT OF MIAMI, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

CAREMED MANAGEMENT OF MIAMI, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY:

DONALD M. DARRACH, ESQUIRE
420 Lincoln Road, Suite 407
Miami Beach, Florida 33139
Florida Bar No. 131409
305-673-9400

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ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation in the State of Florida shall be:

DONALD M. DARRACH
420 Lincoln Road
Suite 407
Miami Beach, Florida 33139

The Board of Directors, may from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE ADDRESS

The initial Corporate address of the corporation in the State of Florida shall be:

8125 N.W. 53rd Street
Suite 116
Miami, Florida 33166

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his address is:

OSVALDO MARTINEZ
2100 S.W. 7th Avenue
Miami, Florida 33129

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX. INITIAL OFFICERS

The names of the initial officers of this Corporation and their addresses are:

PRESIDENT/SECRETARY
OSVALDO MARTINEZ
2100 S.W. 7th Avenue
Miami, Florida 33129

VICE PRESIDENT
YVETTE KAPETANAKIS
2100 S.W. 7th Avenue
Miami, Florida 33129

ARTICLE X. INCORPORATION

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

DONALD M. DARRACH
420 Lincoln Road
Suite 407
Miami Beach, Florida 33139

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 4th day of November, 1998.


DONALD M. DARRACH

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STATE OF FLORIDA
COUNTY OF DADE

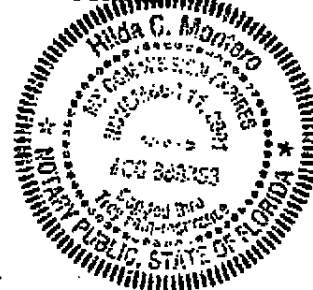
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BEFORE ME, a Notary Public, personally appeared Donald M. Darrach, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation, and he acknowledged before that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Miami-Dade County, Florida, this 4th day of November, 1998.


Notary Public State of Florida

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Florida Statutes, the following is submitted in compliance with said Statutes:

That CAREMED MANAGEMENT OF MIAMI, INC., desiring to organize under the laws of the State of Florida, with its initial corporate office at 8125 N.W. 53rd Street, Suite 116, Miami, Florida 33166, appoints Donald M. Darrach, as its agent to accept service of process within this State at 420 Lincoln Road, Suite 407, Miami Beach, Florida 33139.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.



DONALD M. DARRACH

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