

DONALD M. DARRACH

ATTORNEY AT LAW
1401 BRICKELL AVENUE
SUITE 510
MIAMI, FLORIDA 33131

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May 21, 1999

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Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the following Articles of Incorporation:

1. CareMed, Inc.
2. CareMed Services of Miami, Inc.

Checks are also enclosed for both the filing fees as well as the return of certified copies.

If you have any questions, please call Rebecca Osorio at (305) 673-9400.

Very truly yours,



Donald M. Darrach

FILED
99 MAY 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 27 1999

ARTICLES OF INCORPORATION
OF
CAREMED SERVICES 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 SERVICES 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, ESQ.
1401 Brickell Avenue, Suite 510
Miami, Florida 33131
Florida Bar No. 131409
(305) 673-9400

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation and the address of the registered office in the State of Florida shall be:

OSVALDO MARTINEZ
8125 NW 53rd Street
Suite 116
Miami, Florida 33166

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 NW 53rd Street
Suite 116
Miami, Florida 33166

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two directors 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 DIRECTORS

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

OSVALDO MARTINEZ
2100 SW 7th Avenue
Miami, Florida 33129

FARID MARQUEZ
8840 SW 60th Street
Miami, Florida 33173

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX, INITIAL OFFICERS

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

CHAIRMAN/CHIEF MEDICAL OFFICER

FARID MARQUEZ
8840 SW 60th Street
Miami, Florida 33173

PRESIDENT/CHIEF EXECUTIVE OFFICER/TREASURER

OSVALDO MARTINEZ
2100 SW 7th Avenue
Miami, Florida 33129

ARTICLE X. INCORPORATION

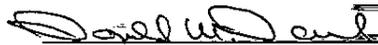
The name and address of the person signing these Articles of Incorporation as the
Incorporator is:

DONALD M. DARRACH
1401 Brickell Avenue
Suite 510
Miami, Florida 33131

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 a 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 6 day of May, 1999.

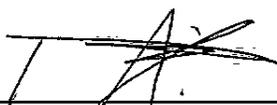

DONALD M. DARRACH

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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.

Witness my hand and official seal at Miami, Miami-Dade County, Florida, this 6th day of May, 1999.



Notary Public, State of Florida

MY COMMISSION EXPIRES:

 Rebecca S Osorio
My Commission CC810805
Expires February 21, 2003

**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 SERVICES OF MIAMI, INC., desiring to organize under the laws of the State of Florida, with its initial corporate office at 8125 NW 53rd Street, Suite 116, Miami, Florida 33166, appoints Osvaldo Martinez, as its agent to accept service of process within this State at 8125 NW 53rd Street, Suite 116, Miami, Florida 33166.

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.


OSVALDO MARTINEZ

99 MAY 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED