

673295

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE
PEDIATRIX MEDICAL GROUP OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of FLORIDA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: PEDIATRIX MEDICAL GROUP OF FLORIDA, INC.
2. The principal office address: 1301 CONCORD TERRACE, SUNRISE, FL 33323
3. The mailing address (if different): _____
4. Date of incorporation/qualification: June 6, 1980 Document number: 673295
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

WARREN CHARLENE

1301 CONCORD TERRACE, SUNRISE, FL 33323

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

c/o C T Corporation System

(P.O. Box or personal mailbox NOT acceptable)

1200 South Pine Island Road, Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

VP ON PORT
(Printed or typed name and title)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

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By: [Signature]
(Signature of Registered Agent)

11/20/83
(Date)

If signing on behalf of an entity:

PETER F. SOUZA
ASSISTANT SECRETARY

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

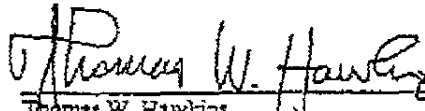
POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Pediatric Medical Group, Inc. ("Corporation"), a corporation incorporated under the laws of Florida does hereby appoint James Bordonaro and Heather Lydic as attorney-in-fact for the Corporation to act for the Corporation and subsidiaries of the Corporation attached hereto as Exhibit A (The "Subsidiaries") in the Corporation's and Subsidiaries' names for the limited purposes authorized herein.

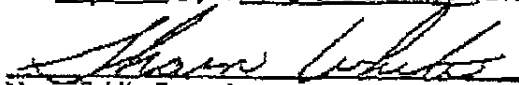
The Corporation and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on this 18th day of November, 2003.


Thomas W. Hawkins
Senior Vice President, General Counsel and
Secretary

Sworn to and subscribed before me
this 18 day of November, 2003


Notary Public, State of Florida

Commission Expires: 9/27/07



Sharon White
Commission #DD241212
Expires: Sep 27, 2007
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Obstetrix Medical Group, Inc.

Ozark Neonatal Associates, Inc.

Palm Beach Neo Acquisitions, Inc.

PASCV Acquisition Company, Inc.

Pediatric Charitable Fund, Inc.

Pediatric Florida LLC

Pediatric Medical Group (International), Inc.
Pediatric Medical Group Neonatology and
Pediatric Intensive Care Specialists of New
York, P.C.

Pediatric Medical Group of Arkansas, P.A.
Pediatric Medical Group of California, a
Professional Corporation

Pediatric Medical Group of Colorado, P.C.

Pediatric Medical Group of Colorado, P.C.

Pediatric Medical Group of Delaware, Inc.

Pediatric Medical Group of Florida, Inc.

Pediatric Medical Group of Georgia, P.C.

Pediatric Medical Group of Illinois, P.C.