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John Smith

Florida Department of State
Division of Corporations
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STATE DEPT OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ALL KIDS CLINIC, P.A.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
ALL KIDS CLINIC, P.A.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **ALL KIDS CLINIC, P.A.**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

PRINCIPAL OFFICE	MAILING ADDRESS
4635 Westford Circle Tampa, Florida 33624	4635 Westford Circle Tampa, Florida 33624

ARTICLE III

Purposes and Duration

The general nature of the business to be transacted by this Corporation is health care and medical services, and to engage in every phase and aspect of the business of rendering the professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this Corporation who are duly licensed under the laws of the State of Florida to perform such services.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which shall be designated Common Stock.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Agustine Martin, M.D.	4635 Westford Circle Tampa, Florida 33624

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Walker	100 S. Ashley Drive, Suite 1500 Tampa, Florida 33602

ARTICLE VIII

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

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ALL KIDS CLINIC, P.A.

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, GARY WALKER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED July 9, 2002.



GARY WALKER, Registered Agent