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November 10, 1997

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

Re: Articles of Incorporation for
Rainbow Pediatrics of Boca Raton, P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity, along with a check in the amount of \$122.50 representing payment for the filing fee and a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation and return the certified copy of same to the undersigned in the enclosed envelope. Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

David W. Spicer
DAVID W. SPICER

DWS/jlh
Enclosures as stated
cc: Norina B. Ocampo, M.D.
w/enclosures
DWS46402531\SECSTATE.001

97 NOV 18 AM 11:28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LP
11-18-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

BOBO, SPICER, CIOTOLI, ET.AL.
222 LAKEVIEW AVENUE
WEST PALM BEACH, FL 33401

SUBJECT: RAINBOW PEDIATRICS OF BOCA RATON, P.A.
Ref. Number: W97000025825

We have received your document for RAINBOW PEDIATRICS OF BOCA RATON, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 497A00054868

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
RAINBOW PEDIATRICS OF BOCA RATON, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Florida Statute Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation shall be Rainbow Pediatrics of Boca Raton, P.A., located at 9291 Glades Road, Boca Raton, FL 33434.

ARTICLE II - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V - REGISTERED AGENT OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 222 Lakeview Avenue, Esperanté - Suite 600, West Palm Beach, Florida, 33401. The name of the initial registered agent is David W. Spicer, Esq.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Norina B. Ocampo, M.D.

6641 N.W. 43rd Terrace
Boca Raton, FL 33496

ARTICLE VII - SUBSCRIBERS

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

Norina B. Ocampo, M.D.

6641 N.W. 43rd Terrace
Boca Raton, FL 33496

ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of any such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that

shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws by the shareholders.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on the 6th day of November, 1997.

Norina B. Ocampo
Norina B. Ocampo, M.D.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority on this the 6th day of November, 1997, personally appeared Norina B. Ocampo, M.D., who is personally known to me, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, the year and date last written.

Linda M. Colombo
Notary Public State of Florida

(S E A L)



STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - - RAINBOW PEDIATRICS OF BOCA RATON, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN BOCA RATON, FLORIDA, HAS NAMED DAVID W. SPICER, ESQ. RESIDENT AGENT, LOCATED AT 222 LAKEVIEW AVENUE, ESPLANTE, SUITE 600, WEST PALM BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

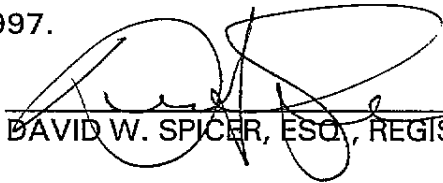
DATED NOVEMBER 6, 1997.


NORINA B. OCAMPO, M.D., PRESIDENT

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

DATED NOVEMBER 7, 1997.


DAVID W. SPICER, ESQ., REGISTERED AGENT