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TALLAHASSEE, FL 32301
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9600002269

ACCOUNT NO. : 072100000032

REFERENCE : 928095 4306424

AUTHORIZATION :

Patricia P. Perez

COST LIMIT : \$ 122.50

ORDER DATE : April 23, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 928095

CUSTOMER NO: 4306424

300001790978

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: CHILDREN'S HEALTH KARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

WAB-8810
4/24/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: CHILDREN'S HEALTH KARE, INC.
Ref. Number: W96000008810

We have received your document for CHILDREN'S HEALTH KARE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00019331

ARTICLES OF INCORPORATION
of
CHILDREN'S HEALTH CARE OF SOUTH FLORIDA, INC.
(A Florida Not-For-Profit Corporation)

FILED
SEP 23 PM 5:23
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Article I
NAME

The name of this corporation shall be CHILDREN'S HEALTH CARE OF SOUTH FLORIDA, INC.,
(hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation
is 3100 S.W. 62nd Avenue, Miami, Florida 33155-3009.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of
engaging in any lawful act or activity not for pecuniary profit for which not-for-profit
corporations may be organized, so far as is or may be permitted by the laws of the
State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as
amended.

Article IV
MEMBERSHIP

Any person, corporation, partnership, association or organization, who is
interested in the purposes of the Corporation, who is capable of contributing to the
achievement of those purposes and the effective operation of the Corporation, and who
complies with the requirements established from time to time by the Bylaws, shall be
eligible for membership.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Stuart Schack
3100 S.W. 62nd Avenue
Miami, FL 33155-3009

Donna Thaler
3100 S.W. 62nd Avenue
Miami, FL 33155-3009

Judith Darrell
3100 S.W. 62nd Avenue
Miami, FL 33155-3009

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Harry J. Friedman
200 South Biscayne Blvd.,
Suite 4100
Miami, FL 33131

Article VIII
DISSOLUTION

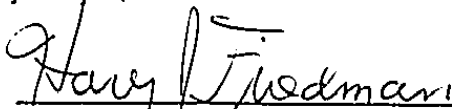
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and

operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22 day of April, 1996


Harry J. Friedman, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CHILDREN'S HEALTH CARE OF SOUTH FLORIDA, INC.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, Florida 32301
(City/State/Zip)

FILED
55 APR 23 PM 5:29
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

Karen B. Rozar
(Signature)

It's Agent, Karen B. Rozar

April 23, 1996