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CORPORATION(S) NAME

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INTERLACHEN Pediatrics, P.A.

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TALLAHASSEE FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF INTERLACHEN PEDIATRICS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Interlachen Pediatrics, Inc.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 846 Lake Howell Road, Maitland, Florida 32751, which shall also be the mailing address of the Corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital 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.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 846 Lake Howell Road, Maitland, Florida 32751. The Board of Directors may from

time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Thomas A. Lacy, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - BOARD OF DIRECTORS

- A. The number of Directors of this corporation shall be six (6).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).
- C. The names and street addresses of the current members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

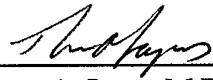
<u>Name</u>	<u>Street Address</u>
Thomas A. Fisk, M.D.	846 Lake Howell Road Maitland, Florida 32751
Brenda B. Holson, M.D.	846 Lake Howell Road Maitland, Florida 32751
Thomas A. Lacy, M.D.	846 Lake Howell Road Maitland, Florida 32751
Kenneth Novick, M.D.	846 Lake Howell Road Maitland, Florida 32751
Samuel N. Smith, III, D.O.	846 Lake Howell Road Maitland, Florida 32751
Anne K. Van Wert, M.D.	846 Lake Howell Road Maitland, Florida 32751

ARTICLE VII - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Orlando, Florida, this 20 day of January, 1999.

INTERLACHEN PEDIATRICS, P.A.

By: 
Thomas A. Lacy, M.D., President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Thomas A. Lacy, M.D.

Date: January 20, 1999.

**OFFICER'S CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF INTERLACHEN PEDIATRICS, P.A.**

I, THOMAS A. LACY, M.D., being the duly elected, qualified and acting President of INTERLACHEN PEDIATRICS, P.A., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 20 day of January, 1999.



Thomas A. Lacy, M.D., President of Interlachen Pediatrics, P.A.