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ACCOUNT NO. : 072100000032

REFERENCE : 083662 4306424

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

ORDER DATE : December 30, 1998

ORDER TIME : 1:22 PM

ORDER NO. : 083662-005

CUSTOMER NO: 4306424

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CUSTOMER: Debra E. Kirschner, Legal Asst
STEEL HECTOR & DAVIS
STEEL HECTOR & DAVIS
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: MCH PEDIATRICS L.L.C.

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: Robert Maxwell

EXAMINER'S INITIALS:

Name	<i>mg</i>
Availability	<i>mg</i>
Document Examiner	<i>mg</i>
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Verifier	<i>mg</i>
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DIVISION OF CORPORATIONS
98 DEC 30 AM 8:27

RECEIVED
98 DEC 30 PM 2:09

**ARTICLES OF ORGANIZATION
OF
MCH PEDIATRICS L.L.C.**

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (Fla. Stat. Ch. 608), as amended, hereby makes, acknowledges, and files these Articles of Organization with the Florida Department of State.

**ARTICLE I
NAME**

The name of this limited liability company is MCH Pediatrics L.L.C. (the "Company").

**ARTICLE II
DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Florida Department of State and shall continue until the occurrence of any of the events specified in Florida Statutes section 608.441, unless continued by the unanimous consent of all of the remaining members.

**ARTICLE III
MAILING ADDRESS AND STREET ADDRESS**

The mailing and street address of the Company's principal office shall be 3100 S.W. 62nd Avenue, Miami, Florida 33155-3009.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent of the Company in Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted with the written consent of the Member.

**ARTICLE VI
TERMINATION OF MEMBERSHIP**

If a member is dissolved or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company will dissolve and shall conduct

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only such activities as are necessary to wind up its affairs, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. The bankruptcy of a member shall not cause the Company to be dissolved and upon the occurrence of such event, the business of the Company shall continue without dissolution.

ARTICLE VII MANAGEMENT OF THE COMPANY

The Company shall be managed by the Member in accordance with regulations adopted by the Member for management of the business and affairs of the Company. The name and address of the Member is:

Name

Variety Children's Hospital
d/b/a Miami Children's Hospital

Address

3100 S.W. 62nd Avenue
Miami, Florida 33155-3009.
Attention: David W. Carroll

ARTICLE VIII REGULATIONS

The Member shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX DATE AND EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization on December 29, 1998.



[Signature of authorized representative of Member]

David W Carroll

Print Name

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is MCH Pediatrics L.L.C.
2. The name and Florida street address of the registered agent and office are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

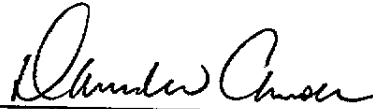
Laura R. O'Neil
(Signature)

12/30/98
(Date)

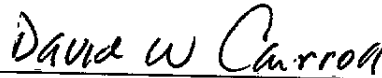
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of the member of MCH Pediatrics L.L.C. (the "Company") certifies and affirms under penalty of perjury in accordance with Florida Statutes section 608.408(3) that the facts stated herein are true and correct.

1. The Company has at least one member.
2. The total amount of cash contributed by the member is \$10,000.00.
3. The agreed value of property other than cash contributed by the member is \$0.00.
4. The total amount of cash and property contributed and anticipated to be contributed by the member is \$4,000,000.00.



[Signature of authorized representative of Member]



Print Name