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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

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NAME: PEDIATRIC SUBSPECIALTY GROUP, INC.

AUDIT NUMBER.....H96000016028

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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October 24, 1997

PEDIATRIC SUBSPECIALTY GROUP, INC.
5325 GREENWOOD AVE. STE 202
WEST PALM BEACH, FL 33407

SUBJECT: PEDIATRIC SUBSPECIALTY GROUP, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a corporation. Please be advised, we have corrected our records to reflect this corporation as a corporation and assigned new document number N97000005891 with the original file date of November 13, 1996.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 896A00051823

old Doc # P96-92962

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ARTICLES OF INCORPORATION
OF
PEDIATRIC SUBSPECIALTY GROUP, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Not For Profit Corporation Act ("the Act").

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

PEDIATRIC SUBSPECIALTY GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of operating as an individual practice association to provide, or arrange for the provision, through contractual arrangements with physicians and groups of physicians of pediatric subspecialty medical care, treatment and services to enrollees of managed care entities and other patients, whether on a capitated or fee-for-service basis, or otherwise through direct and indirect contractual arrangements with managed care entities

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and other third party payors responsible for the payment and/or provision of medical care, treatment and/or services, and for the following additional purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the Florida Not For Profit Corporation Act, and any all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of engaging in and transacting any or all lawful business consistent with the purposes set forth.

ARTICLE IV

DIRECTORS

The Directors of the Corporation shall be elected in accordance with the procedures set forth in the Bylaws.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of this Corporation is 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407, and the name of the initial registered agent at that address is Zorik Spektor, M.D.

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ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of this Corporation is:

David F. Parish, Esq.
Ruden McClosky, et al.
200 East Broward Boulevard
15th Floor
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 14 day of
November, 1996.



David F. Parish, Esq., Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not Profit Corporation Act, including specifically Section 617.0503.



Zorik Spektor, M.D.

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