

# N9800000 3827

Florida Department of State  
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Account Name : C T CORPORATION SYSTEM  
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**REGISTERED AGENT CHANGE**

**PEDIATRIX CHARITABLE FUND, INC.**

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,  
this statement of change is submitted for a corporation organized under the laws of the State of  
FLORIDA in order to change its registered office or registered agent, or both, in the State  
of Florida.

1. The name of the corporation: PEDIATRIX CHARITABLE FUND, INC.

2. The principal office address: 1301 CONCORD TERRACE, SUNRISE, FL 33323

3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: June 30, 1998

Document number: 208080030079

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5. The name and street address of the current registered agent and registered office on file with the  
Florida Department of State:

WARREN CHARLENE

1301 CONCORD TERRACE, SUNRISE, FL 33323

6. The name and street address of the new registered agent (if changed) and /or registered office (if  
changed):

C T Corporation System

c/o C T Corporation System

(P.O. Box or personal mailbox NOT acceptable)

1200 South Pine Island Road, Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered  
agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so  
authorized by the board, or the corporation has been notified in writing of the change.

[Signature of an officer, chairman or vice chairman of the board]

VP on PDA  
(Printed or typed name and title)

*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 relative to the proper and complete  
performance of my duties, and I am familiar with and accept the obligation of my position as  
registered agent. Or, if this document is being filed merely to reflect a change in the registered  
office address, I hereby confirm that the corporation has been notified in writing of this change.*

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By: \_\_\_\_\_

(Signature of Registered Agent)

11/20/03  
(Date)

If signing on behalf of an entity:

**PETER F. SOUZA**  
**ASSISTANT SECRETARY**

(Typed or Printed Name)

(Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:  
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314


POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Pediatric Medical Group, Inc. ("Corporation"), a corporation incorporated under the laws of Florida does hereby appoint James Bordonaro and Heather Lydic as attorney-in-fact for the Corporation to act for the Corporation and subsidiaries of the Corporation attached hereto as Exhibit A (The "Subsidiaries") in the Corporation's and Subsidiaries' names for the limited purposes authorized herein.

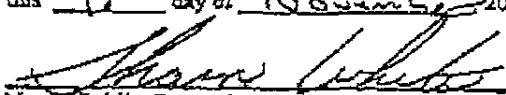
The Corporation and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on this 18th day of November, 2003.

  
Thomas W. Hawkins  
Senior Vice President, General Counsel and  
Secretary

Sworn to and subscribed before me  
this 18 day of November, 2003

  
Notary Public, State of Florida  
Commission Expires: 9/27/07



Sharon White  
Commission #DD241212  
Expires: Sep 27, 2007  
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Inc.

Obstetrix Medical Group of Washington,  
Inc., PS

Obstetrix Medical Group, Inc.

Ozark Neonatal Associates, Inc.

Palm Beach Neo Acquisitions, Inc.

PASCV Acquisition Company, Inc.

Pediatrx Charitable Fund, Inc.

Pediatrx Florida LLC

Pediatrx Medical Group (International), Inc.

Pediatrx Medical Group Neonatology and  
Pediatric Intensive Care Specialists of New  
York, P.C.

Pediatrx Medical Group of Arkansas, P.A.

Pediatrx Medical Group of California, a  
Professional Corporation

Pediatrx Medical Group of Colorado, P.C.

Pediatrx Medical Group of Colorado, P.C.

Pediatrx Medical Group of Delaware, Inc.

Pediatrx Medical Group of Florida, Inc.

Pediatrx Medical Group of Georgia, P.C.

Pediatrx Medical Group of Illinois, P.C.