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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

C D R S PEDIATRICS M.D.' S, P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 2000

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ARTICLES OF INCORPORATION

OF

C D R S PEDIATRICS M.D.'S, P.A.

The undersigned subscribed to these Articles of Incorporation, a natural person of legal age and fully competent to contract, hereby affirm my intention and desire to form a Professional Corporation under the laws of the State of Florida pursuant to the provision of Chapter 621 of the Florida Statute, The Professional Service Corporation and Limited Liability Company Acts.

ARTICLE I
NAME

The name of this Corporation is: C D R S PEDIATRICS M.D.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this professional service corporation is to render professional medical services to the general public and to do all things in connection therewith that are customarily performed by a licensed doctor, under the laws of the State of Florida, in accordance with the Professional Service Corporation and Limited Liability Company Acts of Florida, to invest its funds in real estate

THIS INSTRUMENT PREPARED BY: LESTER G. KATES, ESQ.
2655 LeJeune Road, Suite 807
Coral Gables, Florida 33134
Tel. No.: (305)-445-4506
Florida Bar No. 181606

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mortgages, stocks, bonds, or other type of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of a par value of \$1.00 per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE V
PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

ARTICLE VI
LIMITATION OF CORPORATE STOCK

1. No one other than an individual who is duly licensed as a doctor under the Laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his

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continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of this corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE VII
RESIDENT OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

LESTER G. KATES, ESQ.
2655 Lejeune Road, Suite 807
Coral Gables, Florida 33134

The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VIII
RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

LESTER G. KATES, ESQ.
2655 Lejeune Road, Suite 807
Coral Gables, Florida 33134

ARTICLE IX
DIRECTORS

This Corporation shall have four directors initially. The number of

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directors may be increased or diminished from time to time in accordance with the By-Laws adopted by the stockholders.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as

follows:	ARCENIO CHACON, M.D. 8940 N. Kendall Drive, Suite 603 Miami, Florida 33176	DOURED DAGHISTANI, M.D. 8940 N. Kendall Drive Suite 603 Miami, Florida
	ANTONIA SAN JORGE, M.D. 8940 N. Kendall Drive, Suite 603 Miami, Florida 33176	JERONIMO RAMIREZ, M.D. 8940 N. Kendall Drive Suite 603 Miami, Florida

ARTICLE XI
INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

ARCENIO CHACON, M.D. 8940 N. Kendall Drive, Suite 603 Miami, Florida 33176	DOURED DAGHISTANI, M.D. 8940 N. Kendall Drive Suite 603 Miami, Florida
ANTONIA SAN JORGE, M.D. 8940 N. Kendall Drive, Suite 603 Miami, Florida 33176	JERONIMO RAMIREZ, M.D. 8940 N. Kendall Drive Suite 603 Miami, Florida

ARTICLE XII
PRINCIPAL OFFICE and MAILING OFFICE

The principal office of this Corporation and its mailing address shall be 8940 N. Kendall Drive, Suite 603, Miami, Florida 33176.

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ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIV
REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

(A) If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

(B) No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves or

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ratifies such contract or transaction or because his or their wishes are counted for such purpose, if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

(C) The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

(D) In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholder agrees in writing, to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

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(E) The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation and provided further, that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

(F) The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24 TH day of JANUARY, 2000.


ARCENIO CHACON, M.D.
ANTONIA SAN JORGE, M.D.
DOURED DAGHISTANI, M.D.
JERONIMO RAMIREZ, M.D.**H00000004339**

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.034, Florida Statutes, the following
is submitted in compliance with said Act:

That C D R S PEDIATRICS M.D.'S, P.A., desiring to organize under
the laws of the State of Florida has named LESTER G. KATES, ESQ., whose
post office address is 2655 Lejeune Road, Suite 807, Coral Gables, Florida
33134, as its agent to accept service of process within the State.

A C K N O W L E D G E M E N T S:

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami,
Miami-Dade County, Florida, on this 34TH day of JANUARY, 2000.


LESTER G. KATES, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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