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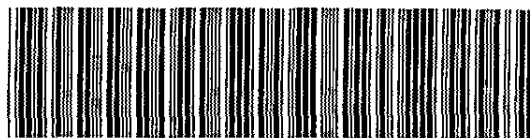
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NUCKOLLS, JOHNSON & BELCHER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

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December 22, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of
Cape Coral Pediatrics, P.A.

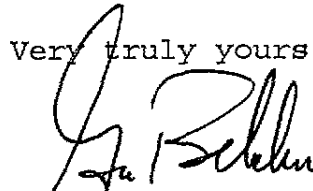
Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for Cape Coral Pediatrics, P.A. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



W. GUS BELCHER, II

WGB/cl

Enclosures: as stated

K03.1g:Schiller.L

ARTICLES OF INCORPORATION

OF

CAPE CORAL PEDIATRICS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorize to practice the profession of medicine in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act, and adopts the following articles of incorporation:

ARTICLE I

NAME

The name of this corporation is CAPE CORAL PEDIATRICS, P.A.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of the corporation and the nature of its business are as follows:

1. To engage in the practice of medicine in the specialty of pediatric medicine as a professional service corporation.
2. To own property, enter into contracts, and carry on all activity necessary to accomplish the purpose of this corporation.
3. The services of this corporation shall be carried out only through officers, employees, and agents who are licensed in Florida as physicians.

4. To take all action consistent with the purposes of this corporation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

ADDRESS AND AGENT

The street address of the principal and initial registered office of the corporation is 7360 Twin Eagle Lane, Fort Myers, Florida 33912 and the name of its initial registered agent is Thomas M. Schiller, M.D. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI

DIRECTORS

The corporation shall be managed by a Board of Directors of at least one director. No person shall serve as a

director of the corporation unless the person is duly licensed to practice medicine in the State of Florida. The director shall be elected by the shareholders of the corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

Thomas M. Schiller, M.D.
7360 Twin Eagle Lane
Fort Myers, FL 33912

ARTICLE VII

SUBSCRIBER

The name and address of the subscriber, who is the incorporator of this corporation, who is licensed in the State of Florida to practice medicine, is as follows:

Thomas M. Schiller, M.D.
7360 Twin Eagle Lane
Fort Myers, FL 33912

ARTICLE VIII

RESTRAINT ON ALIENATION

No shareholder may sell or transfer shares in the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

ARTICLE IX

DISQUALIFICATION

If any officer, shareholder, agent, or employee of the corporation who has been rendering professional services to the public for the corporation becomes legally disqualified to render such professional services within Florida or accepts employment

that places restrictions or limitations upon the continued rendering of the professional services, then the corporation shall require that person to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the corporation.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 22nd day of December, 2003.

Thomas M. Schiller
Thomas M. Schiller, M.D.

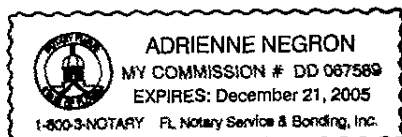
STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Thomas M. Schiller, M.D. who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of December, 2003.

My commission expires:

Adrienne Negron
NOTARY PUBLIC
Name: Adrienne Negron
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Professional Service Corporation Act.

DATED this 22nd day of December, 2003.

By: _____

Thomas M. Schiller
Thomas M. Schiller, M.D.
Registered Agent

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TALLAHASSEE, FLORIDA