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Division of Corporations
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From:

Account Name : WILKINS, FROHLICH, JONES, RUSSELL, HANAOKA & MIZELL,
Account Number : I20040000082
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FLORIDA PROFIT CORPORATION OR P.A.

North Port Pediatrics, P.A.

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**ARTICLES OF INCORPORATION
OF
NORTH PORT PEDIATRICS, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is NORTH PORT PEDIATRICS, P.A..

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 14295 South Tamiami Trail, North Port, Florida 34287. The name of the initial registered agent of the corporation, located at that office is W. Kevin Russell.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV - PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is the practice of medicine.

ARTICLE V - CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: The practice of medicine.

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
FORT CHARLOTTE, FLORIDA

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ARTICLE VII - INCORPORATORS

The name and street address of the person signing these articles of incorporation as an incorporator is:

NAMEADDRESS

Luis A. Ghiglino

13 Lewis Street
Little Falls, New York 13365**ARTICLE VIII - DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is 1 and the name and address of the initial director is:

NAMEADDRESS

Luis A. Ghiglino

13 Lewis Street
Little Falls, New York 13365

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX - BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

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The undersigned incorporator of this corporation, has executed these articles of incorporation at Little Falls, Herkimer County, New York, this 3 day of August, 2004.

Witnesses:

[Signature]
[Signature]

[Signature]
Luis A. Ghiglini

STATE OF NEW YORK:
COUNTY OF HERKIMER :

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Luis A. Ghiglini, to me known to be the person described as incorporator or who has produced VALID NYS Drivers Lic. as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 3 day of August, 2004.

NOTARY PUBLIC:

[Signature]
Sign
FRANK J. KAPUSTA
Print Name

Commission No.

My commission expires:

FRANK J. KAPUSTA
Notary Public, State of New York
Registered in Herkimer County
My Commission expires Oct. 6, 2006

(SEAL)

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**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NORTH PORT PEDIATRICS, P.A. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 14295 South Tamiami Trail, North Port, County of Sarasota, State of Florida 34287, has designated W. Kevin Russell, whose street address is 14295 South Tamiami Trail , North Port, County of Sarasota, State of Florida 34287, as its agent to accept service of process within this state.

NORTH PORT PEDIATRICS, P.A.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


W. Kevin Russell

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