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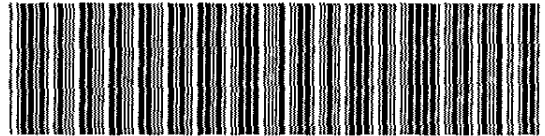
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DIVISION OF CORPORATION

DEPARTMENT OF STATE  
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Date: 8/25/04

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name: TLC Pediatric + Adolescent  
Medicine, P.A.

Entity Number:

Authorization:

Kim Pullen

04 AUG 25 11:11:00

☐ Certified Copy ☒ Plain Copy ☐ Judgment Lien ☐ Certificate of Status

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✓	NEW FILINGS/OTHER FILINGS	✓	AMENDMENTS/REGISTRATION/ QUALIFICATION
X	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

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Client: 47414 Matter: 12517  
Phil Diamond - Del

TAL#501656.02

**ARTICLES OF INCORPORATION**  
**of**  
**TLC PEDIATRIC & ADOLESCENT MEDICINE, P.A.**

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SOLICITORS  
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**ARTICLE I - NAME**

The name of this corporation is TLC Pediatric & Adolescent Medicine, P.A.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date these articles are filed.

**ARTICLE III - PURPOSE**

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of such professional services.

**ARTICLE IV - POWERS**

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act as modified by the Florida Professional Service Corporation and Limited Liability Company Act.

**ARTICLE V - CAPITAL STOCK**

A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

C. No shareholder of this corporation may sell or assign his stock except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VI - QUALIFICATIONS OF SHAREHOLDERS,  
DIRECTORS AND OFFICERS

A. No person may be a shareholder, director, or officer of this corporation unless such person is duly licensed or otherwise legally qualified to render professional services within the State of Florida as a physician.

B. If any shareholder, director, or officer of this corporation becomes legally disqualified to render professional services within the State of Florida as a physician or accepts employment that, pursuant to existing law places restrictions or limitations upon his continued rendering of such professional services, he shall sever all financial interest in, and terminate his services as a director or officer of, this corporation forthwith. Accordingly, any such director or officer shall be deemed to have resigned as such and any such shareholder's shares of stock shall immediately become subject to purchase by the other shareholders of the corporation in accordance with the bylaws of the corporation or a separate agreement between the shareholders and the corporation, as the case may be.

ARTICLE VII - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office of the corporation shall be:

151 Cherry Creek Circle  
Winter Springs, Florida 32708

The corporation's mailing address shall be:

P. O. Box 195186  
Winter Springs, Florida 32719-5186

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10<sup>TH</sup> Floor, Tampa, FL 33607-5736.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less

than one or more than fifteen. The name and address of the initial director of this corporation are:

Thomas A. Lacy  
151 Cherry Creek Circle  
Winter Springs, Florida 32708

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these articles are:

Thomas A. Lacy  
151 Cherry Creek Circle  
Winter Springs, Florida 32708

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XII - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

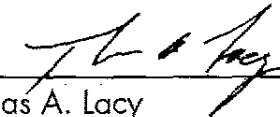
#### ARTICLE XIII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 2004.

  
\_\_\_\_\_  
Thomas A. Lacy  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent for TLC Pediatric & Adolescent Medicine, P.A. in the foregoing Articles of Incorporation, I, Philip A. Diamond, on behalf of CFRA, LLC, a Florida limited liability company, hereby accept service of process for said limited liability company, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of the position.

CFRA, LLC,  
a Florida limited liability company

  
\_\_\_\_\_

Philip A. Diamond,  
Authorized Representative

Date: August 24, 2004

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