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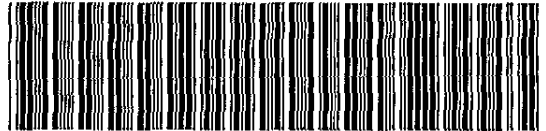
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2005 MAR 29 P 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 283836 7384056

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 29, 2005

ORDER TIME : 12:08 PM

ORDER NO. : 283836-005

CUSTOMER NO: 7384056

CUSTOMER: Richard T. Morehead, Esq.
Richard T. Morehead, P.a.

444 Third Street

Neptune Beach, FL 32266

DOMESTIC FILING

NAME: PEDIATRIC CARE CENTERS, PA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 30, 2005

CSC

SUBJECT: PEDIATRIC CARE CENTERS, PA
Ref. Number: W05000016211

We have received your document for PEDIATRIC CARE CENTERS, PA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
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Letter Number: 705A00021671

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

FILED

OF

JACKSONVILLE BEACH PEDIATRIC CARE CENTER, PA

2005 MAR 29 P 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is JACKSONVILLE BEACH PEDIATRIC CARE CENTER, PA

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of the medical treatment of children.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 274 South Third

Avenue, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Norberto Benitez.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Norberto Benitez
309 Plantation Circle
Ponte Vedra Beach, FL 32082

Anna S. Benitez
309 Plantation Circle
Ponte Vedra Beach, FL 32082

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the subscriber is:

Norberto Benitez
309 Plantation Circle
Ponte Vedra Beach, FL 32082

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Norberto Benitez	51 SHARES
Anna Benitez	49 SHARES

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors and elected or appointed and have qualified are as follows:

Norberto Benitez, President
309 Plantation Circle
Ponte Vedra Beach, FL 32082

Anna S. Benitez, Sec/Treas
309 Plantation Circle
Ponte Vedra Beach, FL 32082

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 274 South Third Avenue Jacksonville Beach, FL 32250.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 2005.


Norberto Benitez


STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **Norberto Benitez** known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 28th day of March, 2005, at Neptune Beach, Duval County, Florida.




NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

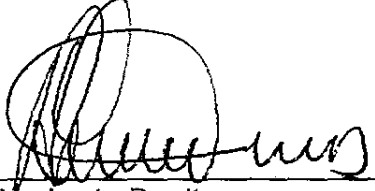
WITNESSETH

PEDIATRIC CARE CENTER, PA
That JACKSONVILLE BEACH, desiring to organize under the laws of the State of
Florida, which will have its principal office in Jacksonville Beach, Florida, has named
Norberto Benitez, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of JACKSONVILLE BEACH, PEDIATRIC CARE CENTER,
service of process for the Corporation, at the place designated in this certificate, I hereby
agree to serve as the registered agent for the Corporation, and agree to comply with the
applicable provisions of the Florida Statutes.

Dated this 28th day of March, 2005.



Norberto Benitez
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA