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TALLAHASSEE, FLORIDA

NISI LAW FIRM

A Professional Association

Reply to:

Ginny Long, Legal Assistant
2003 Lake Howell Lane, Suite 101
Maitland, Florida 32751

Telephone: (407) 622-2550
Facsimile: (407) 622-2556
Internet: nisilawfirm@cfl.rr.com

December 19, 2005

VIA: Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee FL 32314

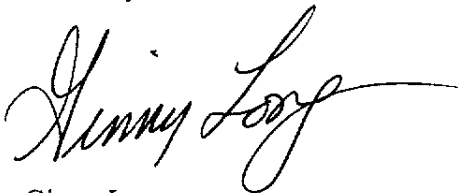
RE: Children's Critical Care Associates, P.A.

Dear Representative:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions. Thanks again.

Sincerely,



Ginny Long
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION
OF
CHILDREN'S CRITICAL CARE ASSOCIATES, P.A.**

The undersigned, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Children's Critical Care Associates, P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice Medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation shall be:

Nisi Law Firm, P.A.
587 Lake Howell Road
Maitland, FL 32751

The name of the initial registered agent of this corporation at that address shall be:

Frank P. Nisi, Jr.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be three (3).
- B. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

Mary M. Farrell, MD, 727 Kiwi Circle, Winter Park, FL 32789
Lawrence Spack, MD, 8000 Lockridge Court, Orlando, FL 32835
John A. Tilelli, MD, 2228 Palm View Drive, Apopka, FL 32712

ARTICLE VIII - INCORPORATOR

The following are the names and street addresses of the incorporators signing these Articles, who are Doctors of Medicine duly licensed to render services as such under the laws of the State of Florida:

Mary M. Farrell, MD, 727 Kiwi Circle, Winter Park, FL 32789
Lawrence Spack, MD, 8000 Lockridge Court, Orlando, FL 32835
John A. Tilelli, MD, 2228 Palm View Drive, Apopka, FL 32712

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his/her shares of stock therein **except** to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous shareholders, any regulatory or restrictive the sale, transfer, or other disposition of issuing shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

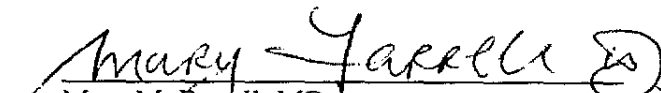
In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:


- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his/her shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.
- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profitsharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

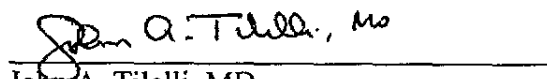
ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of December 2005.

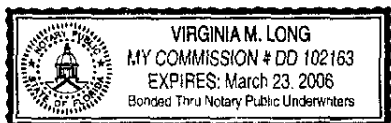

Mary M. Farrell, MD

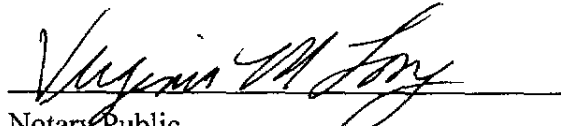

Lawrence Spack, MD


John A. Tilelli, MD

STATE OF FLORIDA
COUNTY OF SEMINOLE

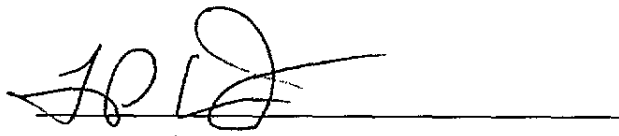
The foregoing Articles of Incorporation were acknowledged, before me, on December 2, 2005, by Mary M. Farrell, MD, Lawrence Spack, MD and John A. Tilelli, MD.




Notary Public
My Commission Expires:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles Incorporation of Children's Critical Care Associates, P.A. , I hereby accept and agree to act in this capacity.


Frank P. Nisi, Jr.