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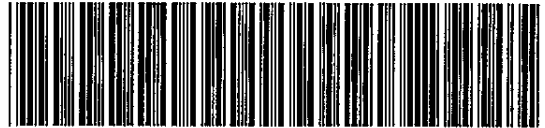
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SECURITY OF STATE
TALLAHASSEE, FLORIDA

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175
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MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

March 30, 2006

Gretchen Harvey
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Kendall Pediatric Associates, P.A.

Dear Gretchen:


Enclosed please find Articles of Incorporation for Kendall Pediatric Associates, P.A.

Please provide us with a Certificate of Good Standing.

We have enclosed a check in the amount of \$78.75 for the applicable filing fees and a self-addressed envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,



Jennifer Aleman

/jla
Enclosure(s)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
KENDALL PEDIATRIC ASSOCIATES, P.A.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be:

KENDALL PEDIATRIC ASSOCIATES, P.A.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business is:

11880 Bird Road
Suite 305
Miami, Florida 33175

The mailing address of this corporation shall be:

11880 Bird Road
Suite 305
Miami, Florida 33175

ARTICLE III – PURPOSE

The purpose of this corporation shall be to engage in the business of providing medical services and all related services, and in all business incidental thereto and may engage in any activity or business permitted under the Florida Professional Services Corporation Act. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV – CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares having an individual par value of One Cent (\$.01).

Document Prepared by:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
4551 Ponce de Leon Boulevard
Coral Gables, Florida 33146

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TALLAHASSEE, FLORIDA

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ARTICLE V – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

A&A Registered Agent, Inc.
4551 Ponce de Leon Boulevard
Coral Gables, Florida 33146

ARTICLE VI – BOARD OF DIRECTOR

The name and address of the initial board of directors shall be:

Marvin J. Rios, M.D.
11880 Bird Road
Suite 305
Miami, Florida 33175

ARTICLE VII – OFFICER(S)

The name, title and address of the officers of this corporation shall be:

Marvin J. Rios, M.D.
President, Secretary and Treasurer
11880 Bird Road
Suite 305
Miami, Florida 33175

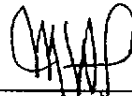
ARTICLE VIII – INCORPORATOR(S)

The name and address of the incorporator to these Articles of Incorporation shall be:

Marvin J. Rios, M.D.
11880 Bird Road
Suite 305
Miami, Florida 33175

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as the Incorporator(s), have executed the foregoing Articles of Incorporation this 27 day of March, 2006.

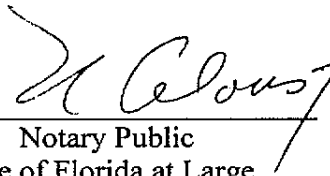


MARVIN J. RIOS, M.D.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

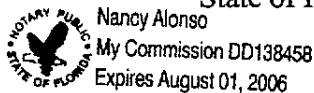
BEFORE ME, a Notary Public, personally appeared MARVIN J. RIOS, M.D., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 27 day of March, 2006.



Notary Public
State of Florida at Large

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this ____ day of March, 2006.

Richard A. Alayon, Esq., President
A&A Registered Agent, Inc.