

To: FL Dept. of State  
Subject: 000177.50752

From: Katie Wonsch

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**P06000056069**

Florida Department of State  
Division of Corporations  
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Account Number : 110450000714  
Phone : (850) 222-1173  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PEDIATRIC ASSOCIATES HOLDING COMPANY**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
PEDIATRIC ASSOCIATES HOLDING COMPANY,  
A Florida corporation**

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation.

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this Corporation (the "Corporation") is **PEDIATRIC ASSOCIATES HOLDING COMPANY.**

**ARTICLE II.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

4620 N. State Road 7  
Suite 316, Building H  
Lauderdale Lakes, Florida 33319

The Board of Directors of the Corporation (the "Board of Directors") may from time to time move the principal office to any other address in Florida.

**ARTICLE III.**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding is One Thousand (1,000) shares common stock having a par value of One and No/100 Dollar (\$1.00) per share.

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**ARTICLE IV.**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act).

**ARTICLE V.**

**TERM OF EXISTENCE**

The duration of the Corporation's existence shall be perpetual.

**ARTICLE VI.**

**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent of this Corporation shall be Gerson, Preston, Robinson & Company, P.A. and the address of such registered agent is 666 Seventy-First Street, Miami Beach, Florida 33141.

**ARTICLE VII.**

**BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, by bylaws or amended and restated bylaws, as may be amended and/or restated from time to time, adopted by the shareholders of the Corporation (the "Shareholders"), but shall never be less than three (3). The composition of the Board of Directors, the election of directors to elected director positions, and directors' terms of office and manner of selection and removal, shall be set forth in the bylaws of the Corporation and/or any shareholders' agreement in effect among the Shareholders and the Corporation, as may be amended and/or restated from time to time.

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**ARTICLE VIII.**

**INCORPORATOR**

The name and addresses of the incorporator is Philip A. Levin, M.D., at 4620 N. State Road 7, Suite 316, Building H, Lauderdale Lakes, Florida 33319.

**ARTICLE IX.**

**SHAREHOLDER VOTING AND QUORUM REQUIREMENTS; SHAREHOLDER  
CALLS FOR SPECIAL MEETINGS OF THE SHAREHOLDERS**

Shareholder voting and quorum requirements, including, but not limited to, electing directors, shall be as set forth in the bylaws of the Corporation and/or any shareholders' agreement in effect among the Shareholders and the Corporation, as may be amended and/or restated from time to time.

Holders of not less than fifty percent (50%) of the issued and outstanding capital stock of the Corporation may call for the Corporation to hold a special meeting of the Shareholders when such holders sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE X.**

**SHAREHOLDERS' AGREEMENT**

The Shareholders shall have the power to enter into a shareholders' agreement among the Shareholders and the Corporation, as may be amended and/or restated from time to time, and include in any such agreement any provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its Shareholders and any terms permitted by law.

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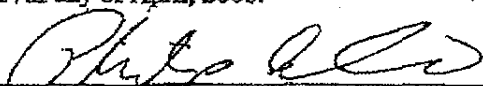
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**ARTICLE XI.**

**AMENDMENT**

These Articles of Incorporation may only be amended with the approval of at least two-thirds (2/3) (approximately sixty-seven percent (67%)) of the issued and outstanding shares of capital stock the Corporation.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 17th day of April, 2006.

  
Philip A. Levin, M.D., Incorporator

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Acceptance by Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 17th DAY OF APRIL, 2006.

  
Daniel S. Kushner, Partner  
Gerson, Preston, Robinson & Company, P.A.

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