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FLORIDA PROFIT/NON PROFIT CORPORATION

Independent Pediatricians of North Florida, P.A.

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*240 Ponte Vedra Park Drive, Suite
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Phone: 904-567-1060
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To: Division of Corporations	From: Donna Ciancutti
Fax: 850-205-0381	Pages: 5
Phone:	Date: September 28, 2008
Re: <u>Independent Pediatricians of North Florida PA</u>	CC:

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**ARTICLES OF INCORPORATION
OF**

INDEPENDENT PEDIATRICIANS OF NORTH FLORIDA, P.A.

The undersigned incorporator, for the purpose of forming a professional services corporation in the state of Florida hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this corporation is Independent Pediatricians of North Florida, P.A. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**Article II
Principal Office**

The address of the principal office and mailing address of the corporation in the State of Florida is 4051 Atlantic Blvd., Jacksonville, FL. 32207.

**Article III
Purpose**

The Corporation is organized to (i) provide professional medical services to patients and to do all things in connection therewith that are customarily done by physicians under the laws of the State of Florida, and (ii) in furtherance of its corporate purpose, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

**Article IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having no par value.

**Article V
Registered Office and Agent**

The street address of the registered office of this corporation is 4051 Atlantic Blvd., Jacksonville, FL. 32207 and the name of the registered agent of this corporation at that address is Mary E. Sohu.

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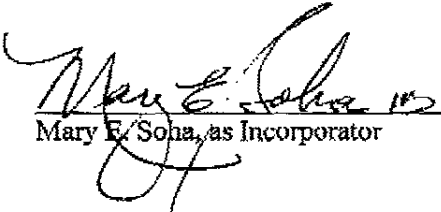
Article VI
Incorporator

The name and street address of the incorporator of this corporation is Mary E. Soha, 4051 Atlantic Blvd., Jacksonville, FL 32207.

Article VII
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of September, 2006.


Mary E. Soha, as Incorporator

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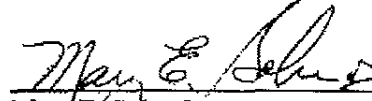
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Independent Pediatricians of North Florida, P.A. desiring to organize or qualify under the laws of the State of Florida hereby designates Mary E. Soha, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 4051 Atlantic Blvd., Jacksonville, FL 32207.


9-27, 2006

INDEPENDENT PEDIATRICIANS OF
NORTH FLORIDA, P.A.


Mary E. Soha, Incorporator

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

9-27, 2006


Mary E. Soha, as Registered Agent

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