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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/30
SP

GRISELL C. DIAZ DE VILLEGAS
2623 Yarmouth Drive
Wellington, FL 33414

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: **PEDIATRIC CARE CENTER NO. 2, INC.**
(Proposed Corporate Name – Must Include Suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: GRISELL C. DIAZ DE VILLEGAS

**2623 Yarmouth Drive
Wellington, Florida 33414**

Daytime Telephone Number: (561) 432-1822

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PEDIATRIC CARE CENTER NO. 2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I – CORPORATE NAME

The name of the corporation is: **Pediatric Care Center No. 2, Inc.**

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address is:

2623 Yarmouth Drive, Wellington, Florida 33414

ARTICLE III – PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - DURATION

This corporation shall have perpetual existence, unless it is dissolved in accordance with the laws of the State of Florida.

ARTICLE V – CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is **100**. Such shares shall be Common Stock of a single class and shall have **\$1.00** par value.

ARTICLE VI – INITIAL OFFICERS AND DIRECTORS

The number of officers and directors may be altered from time to time by By-Laws adopted by the shareholders. However, the corporation shall have no less than one (1) director at any time. The name of each person who is to serve as a member of the initial Board of Directors is/are:

Grisell C. Diaz de Villegas – President/Secretary/Treasurer

ARTICLE VII – INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

**Grisell C. Diaz de Villegas
2623 Yarmouth Drive
Wellington, Florida 33414**

ARTICLE VIII – PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any shareholder.

ARTICLE IX – INDEMNIFICATION

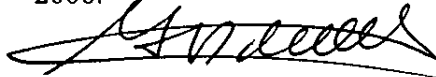
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X – INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

**Grisell C. Diaz de Villegas
2623 Yarmouth Drive
Wellington, Florida 33414**

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has/have executed the foregoing Articles of Incorporation on this _____ day of November, 2006.

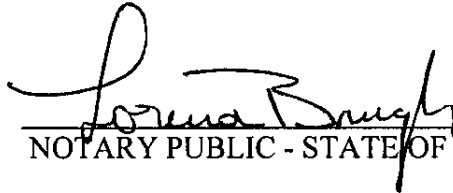


GRISELL C. DIAZ DE VILLEGAS

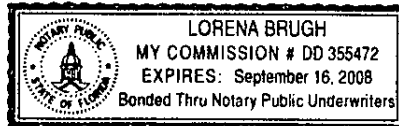
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Grisell C. Diaz de Villegas, to me personally known or who produced Florida Driver License No. D 231-280-57-465-0; the person(s) who executed the foregoing ARTICLES OF INCORPORATION and who did take an oath and acknowledged that each executed these ARTICLES OF INCORPORATION this 22 day of November, 2006.

IN WITNESS WHEREOF, I have set my hand and seal this 22 day of November, 2006.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is **Pediatric Care Center No. 2, Inc.**
2. The name and address of the Registered Agent and Office is:

Grisell C. Diaz de Villegas
2623 Yarmouth Drive
Wellington, Florida 33414

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Signature of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA