

JUN-07 2008

SMITH, GAMBRELL & RUSSELL LLP

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PEDIATRIC ASSOCIAT

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**ARTICLES OF INCORPORATION
OF
CHILDREN FIRST PEDIATRICS, P.A.**

The undersigned, as Incorporator, forms a professional service corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I - NAME

The name of the Corporation is CHILDREN FIRST PEDIATRICS, P.A. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office of the Corporation is 1233 S. Lane Avenue, #21, Jacksonville, Florida 32205.

ARTICLE III - PURPOSE

The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.

The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1233 S. Lane Avenue, #21, Jacksonville, Florida 32205, and the name of its initial registered agent at such address is M. Teresa Valdes, M.D., FAAP.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation shall be one (1) and the name and address of such person who is to serve as a member thereof is:

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PEDIATRIC ASSOCIAT

FAX No. 9047866036

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NAME

ADDRESS

M. Teresa Valdes, M.D., FAAP

1233 S. Lane Avenue, #21
Jacksonville, Florida 32205

ARTICLE VII - INCORPORATOR

The following sets forth the name and address of the Incorporator of this Corporation:

M. Teresa Valdes, M.D., FAAP
1233 S. Lane Avenue, #21
Jacksonville, Florida 32205

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of June, 2008.



M. Teresa Valdes, M.D., FAAP, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

CHILDREN FIRST PEDIATRICS, P.A., desiring to organize as a corporation under the laws of the State of Florida, has designated 1233 S. Lane Avenue, #21, Jacksonville, Florida 32205, as its Registered Office and has named M. Teresa Valdes, M.D., FAAP, located at said address as its initial Registered Agent.

By: M. Teresa Valdes
M. Teresa Valdes, M.D., FAAP
Incorporator

Date: June 3, 2008

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: M. Teresa Valdes
M. Teresa Valdes, M.D., FAAP
Registered Agent

Date: June 3, 2008

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