

Medcor

advancing healthcare delivery

January 27, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

1000001708981
-02/01/96--01060--007
*****70.00 *****70.00

Re: Articles of Incorporation of Children's Healthcare, Inc.

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of Children's Healthcare, Inc., along with a check in the amount of \$70.00 to cover the filing fees.

Also enclosed is a copy of the name reservation for Children's Healthcare, L.C. issued to Medcor, Inc. on October 2, 1995. Please note that the incorporator has decided to file the corporation as Children's Healthcare, Inc.

Please file these Articles of Incorporation for the establishment of Children's Healthcare, Inc.

Cordially,



Eugene P. Samuels
President

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96FEB-1 AM 8:26

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1995

EUGENE P. SAMUELS
MEDCOR, INC.
8632 GRIFFIN ROAD
COOPER CITY, FL 33328

The name CHILDREN'S HEALTHCARE, L.C. has been reserved for 120 days beginning October 2, 1995. The reservation number is R95000004455 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 695A00044715

ARTICLES OF INCORPORATION
OF
CHILDREN'S HEALTHCARE, INC.

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ARTICLE I. NAME

The name of this corporation shall be Children's Healthcare, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000,000 shares of common capital stock, no par value.

ARTICLE V. INDEMNIFICATION

This corporation shall indemnify any officer director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VI. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 8676 Griffin Road, Fort Lauderdale, Florida 33328.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 8676 Griffin Road, Fort Lauderdale, Florida 33328.

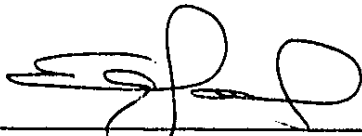
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eugene P. Samuels.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Medcor, Inc., 8676 Griffin Road, Fort Lauderdale, Florida 33328.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any right conferred upon the shareholders shall be subject to this reservation.

A handwritten signature in black ink, appearing to read 'E. P. Samuels', is written over a horizontal line.

Eugene P. Samuels, president & CEO
Medcor, Inc. - Incorporator

ACCEPTANCE OF REGISTERED AGENT

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I hereby accept my designation as registered agent and agree to serve as the registered agent of Children's Healthcare, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Children's Healthcare, Inc.



Eugene P. Samuels - Registered Agent

State Of Florida | SS:
County of Broward |

On this 26th day of January, 1996, Eugene P. Samuels, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida Driver's License as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Children's Healthcare.



Notary Public

Commission Expiration Date & Commission Number:



SEAL "OFFICIAL SEAL"
Tracy L. Bomoty
My Commission Expires 11/20/98
Commission #CC 510576