

P96000018871

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
96 FEB 29 PM 1:07
DIVISION OF CORPORATION

8A 2/29/96

REQUEST TAKEN CONFIRMED APPROVED
DATE 2/29/96 _____
TIME 12:30 _____ CK No. _____
BY CT _____

WALK-IN
Will Pick Up _____

RE: Sheridan Adams **FILED**
Corp., Inc. 96 FEB 29 PM 3:10

SECRETARIAL STATION
TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☐ Foreign Corp. File _____
☒ () Cert. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S _____
☐ Fictitious Name File _____

☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____

☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs. _____

500001728365
02/29/96 01062 024
****122.50 ****122.50

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
SHERIDAN ACQUISITION CORP., INC.

FILED
96 FEB 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is SHERIDAN ACQUISITION CORP., INC. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021; and the name of the initial registered agent of this Corporation at that address is Jay A. Martus.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

Mitchell Eisenberg
4651 Sheridan Street, Suite 400
Hollywood, FL 33021

Dennis Gates
4651 Sheridan Street, Suite 400
Hollywood, FL 33021

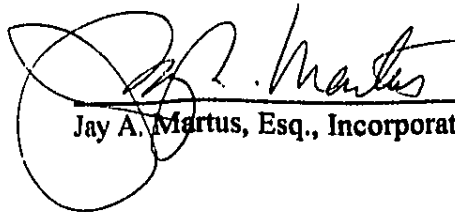
Lewis Gold
4651 Sheridan Street, Suite 400
Hollywood, FL 33021

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jay A. Martus, Esq.
4651 Sheridan Street, Suite 400
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 27th day of February, 1996.



Jay A. Martus, Esq., Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 FEB 29 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

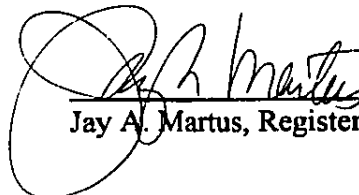
That SHERIDAN ACQUISITION CORP., INC. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Jay A. Martus as its agent to accept service of process within this state.

Sheridan Acquisition Corp., Inc.
4651 Sheridan Street
Suite 400
Hollywood, FL 33021

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 27th day of February, 1996.


Jay A. Martus, Registered Agent

P9600018871



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHERIDAN ACQUISITION CORP., INC., A FLORIDA CORPORATION,
P96000018871

INTO

NEONATOLOGY CERTIFIED, INC., a Florida corporation, G75248

File date: March 14, 1996

Corporate Specialist: Nancy Hendricks