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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 004100000032

REFERENCE : 0979905 85036A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 7, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 979905

CUSTOMER NO: 85036A

100001855811

CUSTOMER: Cynthia A. Mikos, Esq
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: GULF COAST PEDIATRICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 2:40

6/7/96

ARTICLES OF INCORPORATION
OF
GULF COAST PEDIATRICS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -7 PM 2:40

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is Gulf Coast Pediatrics, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

Gulf Coast Pediatrics, Inc.
4019 Huxford Ct.
Tampa, FL 33624.

ARTICLE III.

MAILING ADDRESS

The mailing address of this Corporation is:

Gulf Coast Pediatrics, Inc.
P.O. Box 273742
Tampa, FL 33688-3742

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Cynthia A. Mikos, Esquire

Address: Jacobs, Forlizzo & Neal, P.A.
13577 Feather Sound Dr., Suite 300
Clearwater, FL 34622

**ARTICLE V.
INCORPORATOR**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 2:40

The name and address of the Incorporator of this Corporation are:

Name: Cynthia A. Mikos

Address: Jacobs, Forlizzo & Neal, P.A.
13577 Feather Sound Dr., Suite 300
Clearwater, FL 34622.

**ARTICLE VI.
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE IV.
SHAREHOLDER'S AGREEMENT**

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

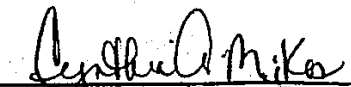
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 6th day of June, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.


Cynthia A. Mikos, Esquire

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: June 6, 1996.


Cynthia A. Mikos, Esquire