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8/08/96

FLORIDA DIVISION OF CORPORATIONS

142

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DADM PEDIATRICS, INC.

FAX AUDIT NUMBER: H96000011056

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/08/1996

TIME REQUESTED: 15:42:02

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96 AUG -9 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG -9 PM 4:23

Handwritten signature/initials

**ORTEGA AND COMPANY, P.A.**

CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS:  
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

2877 DOUGLAS ROAD - SUITE 202  
MIAMI, FLORIDA 33145  
(305) 441-1400  
FAX (305) 441-2224

H96000011056

Miami, August 7, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE:

Gentlemen:

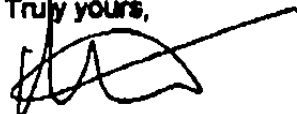
Enclosed please find original and one copy of Articles of Incorporation for the above corporation and original and one copy of the form designating resident agent.

Also enclosed is a check in the amount of **\$122.00** to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent		
Designation		35.00
	\$	<b>122.50</b>

Please return the certified copy of the Articles of Incorporation to the above address.

Truly yours,



Robert A. Ortega, C.P.A.  
2307 Douglas Rd. # 302  
Miami, FL 33145  
(305) 441.1400

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**ARTICLES OF INCORPORATION  
OF**

**Dade Pediatrics, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a Corporation under the laws of the State of Florida, hereby certify as follows:

**ARTICLE I**

The name of the Corporation is: **Dade Pediatrics, Inc.**

**ARTICLE II**

This corporation shall have perpetual existence beginning on: **August 7, 1996**

**ARTICLE III**

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

**ARTICLE IV**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE V**

The street of the initial registered and principal office of this corporation shall be:

**2307 Douglas Road, Suite # 302  
Miami, Florida 33145**

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by it's Board of Directors.

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#### ARTICLE VI

The name of the initial registered agent of this corporation shall be:

**Robert A. Ortega**

whose address shall be the address of the registered office of this corporation.

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 3 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

#### ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAMES	DIRECTORS	ADDRESS
Alberto J. Caban	President	11760 Bird Road, Miami, Fl 33175

#### ARTICLE IX

The name and street addresses of each incorporator of this corporation is:

Alberto J. Caban	President	11760 Bird Road, Miami, Fl 33175
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#### ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

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#### ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

#### ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

#### ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director of the corporation (whether or not he is a Director of the Corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Directors.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these ARTICLES OF INCORPORATION this 7th day of August, 1996.

  
Subscriber

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STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

I, HEREBY CERTIFY that on the 7th day of August, 1996, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements:

Alberto J. Caban

to me well known and known to me the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal a Miami, County of Dade, State of Florida, the day and year above written.

  
JUAN T. ORTEGA  
Notary Public, State of Florida

My Commission expires:

12/31/2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR**  
**THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT**  
**UPON WHICH PROCESS MAY BE SERVED**

FILED  
96 AUG -9 4 11 PM '06  
STATE  
FLORIDA

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act: That **Dade Pediatrics, Inc.** Desiring to organize under the Laws of the State of Florida and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **Robert A. Ortega** located at 2307 Douglas Road, Suite # 302, Miami, Florida, County of Dade accept services of process within this State.

**ACKNOWLEDGEMENT**

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

By.   
**Registered Agent**

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