417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

FAX (904) 222-1222	traith management	
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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

WALK-IN WILL PICK UP 2/13/2000

THANK YOU from Your Capital Connection

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.

## ARTICLES OF INCORPORATION

FILED 97 FEB 13 PH 3: 49

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

# Partners In Pediatric Health Management, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I: NAME

The name of the corporation is Partners In Pediatric Health Management, Inc.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3500 North State Road 7, Suite 200 H, Fort Lauderdale, Florida 33319.

#### ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

#### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jeff P. Cynamon, Esquire, Addicott & Addicott, P.A., 450 North Park Road, Suite 805, Hollywood, Florida 33021.

#### ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Alan Goodwin, Ph.D., Director - President
Judy Perlin, Director - Secretary & Treasurer
James Huysman, Director
3500 North State Road 7, Suite 200 H, Fort Lauderdale, FL 33319.

The undersigned has executed these Articles of Incorporation this 13th day of February 1997.

Capital Connection, Inc.

by Kim Crosson, Office Manager

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:	Partners In Pediatric	
Health Management, Inc.		
<ol> <li>The name and street address of the office is: Jeff P. Cynamon, Esquire</li> </ol>	•	
Addicott & Addicott, P.A., 450 No.	rth Park Road, Suite 805	
Hollywood, Florida 33021		

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE THIS CERTIFICATE, I HEREBY ACCEPT THE DESIGNATED IN REGISTERED AGENT AND AGREE TO ACT IN THIS APPOINTMENT AS I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF CAPACITY. ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE AM FAMILIAR WITH AND ACCEPT THE OF MY DUTIES, AND I OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

7.4 / S man