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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: DEVELOPEMNTAL PEDIATRICS, INC.

AUDIT NUMBER.....H97000004480

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

DEVELOPMENTAL PEDIATRICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST:** The name of the Corporation is DEVELOPMENTAL PEDIATRICS, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 6750 S.W. 89th Terrace, Miami, Florida 33156.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 6750 S.W. 89th Terrace, Miami, Florida 33156 and the registered agent at that address is: Murray D. Shear.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Carol Shear, M.D.
6750 S.W. 89th Terrace
Miami, Florida 33156

Mike Segal, Esquire
Florida Bar Number 0124779
Broad and Cassel
Miami Center, suite 3000
200 South Biscayne Boulevard
Miami, Florida 33131

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(305) 373-9400

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Marilyn Lessor, Ph.D.
1800 N.E. 114 Street
North Miami, Florida 33181

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of March, 1997.



Mike Segal, Incorporator

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TOTAL P.04


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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0503 of the Florida Business Corporation Act.


Murray D. Shear

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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