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LAW OFFICES OF
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July 16, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 JUL 23 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RE: Articles of Incorporation for Pediatric ManageMed, Inc.

Dear Sir or Madam:

Enclosed herewith are an original and one copy of Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$122.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Very truly yours,


STEVEN M. RUBERTONE, ESQ.
For the Firm

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-07/23/97-01084-003
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P. CHAMBERLAIN

JUL 25 1997

ARTICLES OF INCORPORATION

OF

Pediatric ManageMed, Inc.

ARTICLE I

CORPORATE NAME

The name and mailing address of this Corporation shall be:

Pediatric ManageMed, Inc.
7301 W. Palmetto Park Road, Suite 101B,
Boca Raton, FL 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

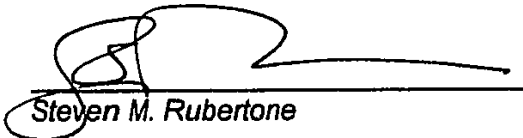
Steven M. Rubertone

and the registered post office address is:

150 E. Palmetto Park Road, Suite 500, Boca Raton, Florida 33432

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION


Steven M. Rubertone

ARTICLE V

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

Jeffrey R. Perelman
7301 W. Palmetto Park Road, Suite 101B,
Boca Raton, FL 33433

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE VI

COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true.


Jeffrey R. Perelman