

P970000-68290



ACCOUNT NO. : 072100000032
REFERENCE : 483008 4369500
AUTHORIZATION : Patricia Pugh
COST LIMIT : \$ 122.50

ORDER DATE : August 1, 1997
ORDER TIME : 11:05 AM
ORDER NO. : 483008-005
CUSTOMER NO: 4369500

7000002255037--3

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

FILED
97 AUG - 1 PM 12:09
TALLAHASSEE, FLORIDA
97 AUG - 1 PM 1:19

DOMESTIC FILING

NAME: CHILDREN'S SURGICAL NETWORK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap
EXAMINER'S INITIALS: _____

W97-17789 00192
SN AUG - 1 1997

76



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

August 1, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CHILDREN'S SURGICAL NETWORK, INC.
Ref. Number: W97000017789

We have received your document for CHILDREN'S SURGICAL NETWORK, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00039319

ARTICLES OF INCORPORATION
OF
CHILDREN'S SURGICAL NETWORK, INC.

FILED

97 AUG -1 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of CHILDREN'S SURGICAL NETWORK, INC., under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is CHILDREN'S SURGICAL NETWORK, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 3200 S.W. 60th Court, Suite 201, Miami, Florida 33155.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through direct and indirect contracts and arrangements with physicians and other health care providers and with preferred provider health insurance organizations or arrangements, health maintenance organizations,

corporate employee benefit plans, union benefit plans, prepaid health plans, and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to also engage in other activities which are necessary or beneficial in the delivery of health services under such contracts and arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent at such address is Corporation Service Company.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less

than one (1). The names of the initial directors of this Corporation are:

Michel H. Nahmad, M.D.- 3200 S.W. 60th Court, Suite 201, Miami, Florida 33155.

Gary Berkin, M.D.- "Same as above"

Ahmad Toufanian, M.D.-"Same as above"

ARTICLE VIII - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the initial directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

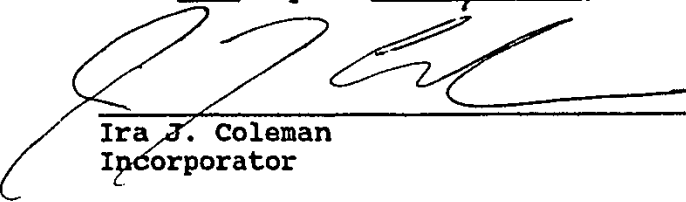
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Ira J. Coleman, Esq., c/o McDermott, Will & Emery, 201 South Biscayne Boulevard, 22nd Floor, Miami, Florida 33131-4336.

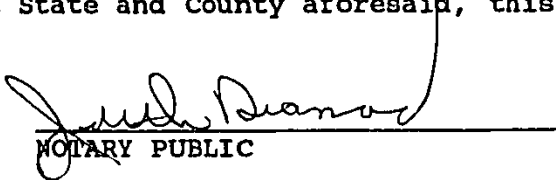
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on this 31 day of July, 1997.


Ira J. Coleman
Incorporator

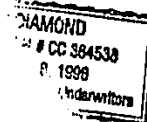
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and
County set forth above, personally appeared Ira J. Coleman, known
to me and known by me to be the person, who, as Incorporator,
executed the foregoing Articles of Incorporation of Children's
Surgical Network, Inc., a Florida corporation, and he acknowledged
before me that he executed those Articles of Incorporation. He is
personally known to me or has produced _____ as
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this
31st day of July, 1997.


NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 1st DAY OF August, 1997.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Registered Agent
It's agent, Laura R. Dunlap

FILED
97 AUG - 1 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA