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& CHARPENTIER, P.A.
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September 9, 1997

SECRETARY OF STATE
Division of Corporations
The Capital
Tallahassee, Florida 32301

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Re: VILLAGE PEDIATRICS, P.A.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for applicable fees.

Your attention to this matter is appreciated.

Very truly yours,

SG Charpentier

Stephen G. Charpentier

SC/sv
Enclosures

FILED
97 SEP 15 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to: 175 E. Nasa Boulevard, Suite 300 Melbourne, Florida 32901
Telephone (407) 725-4274 Facsimile (407) 725-9314

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PERSONAL INJURY
WRONGFUL DEATH

WORKERS'
COMPENSATION

ADMIRALTY &
MARITIME

DNC
9/16/97

ARTICLES OF INCORPORATION
OF
VILLAGE PEDIATRICS, P.A.

FILED
97 SEP 15 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is VILLAGE PEDIATRICS, P.A.

ARTICLE II. DURATION

The period of duration of this corporation is perpetual.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of providing medical consultation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the initial principal and registered office of this corporation is 175 E. Nasa Blvd., Ste. 300, Melbourne, Florida 32901. The name of the initial registered agent at such address is: Stephen G. Charpentier, Esquire

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of Directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

Ruth M. Rodriguez-Palermo, D.O.
845 Indian River Drive
Cocoa, Florida 32922

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this corporation is:

Stephen G. Charpentier, Esquire
175 E. Nasa Blvd., Ste. 300
Melbourne, Florida 32901

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or Director or former officer or Director to the full extent permitted by law.

ARTICLE IX. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Melbourne, Florida, on this 11th day of September, 1997.


STEPHEN G. CHARPENTIER, ESQUIRE

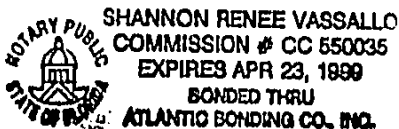
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared STEPHEN G. CHARPENTIER, ESQUIRE to me well known to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Florida, on this 11th day of September, 1997.

Identification provided:

NOTARY STAMP SEAL:




NOTARY SIGNATURE


NOTARY PRINTED NAME

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of VILLAGE PEDIATRICS, P.A. with the registered office at 175 E. Nasa Blvd., Ste. 300, Melbourne, Florida 32901, hereby consents to and accepts said designation.

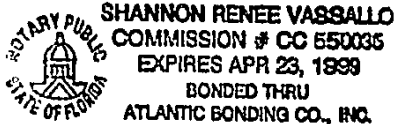

STEPHEN G. CHARPENTIER, ESQUIRE

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared STEPHEN G. CHARPENTIER, ESQUIRE who is personally known to me or has produced Personally Known as identification, and who is well known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Melbourne, Florida, on this 11th day of September, 1997.

NOTARY STAMP SEAL:




NOTARY SIGNATURE


NOTARY PRINTED NAME