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Berger
Davis &
Singerman
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
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September 15, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/18/97--01020--017
*****70.00 *****70.00

Re: South Florida Pediatric Critical Care, P.A.
Our File No. 4611.001

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please file same and return a "filed" stamped copy to me.

Also enclosed is a check in the amount of \$70.00 is enclosed for the filing fee.

Sincerely,

BERGER DAVIS & SINGerman

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.

cc: Ms. Dee Crum
James B. Davis, Esq.

SEP 19

FILED
97 SEP 18 AM 8:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

BSB

FILED

ARTICLES OF INCORPORATION

97 SEP 18 AM 8:00

OF

SOUTH FLORIDA PEDIATRIC CRITICAL CARE, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is South Florida Pediatric Critical Care, P.A.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

21644 State Road 7, Room 100
Boca Raton, Florida 33428

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is a physician duly licensed to practice medicine in the State of Florida.

ARTICLE VII

DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional medical services to the public, becomes legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional medical services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and their successor(s) shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JORGE E. PEREZ, M.D.	21644 State Road 7, Room 100 Boca Raton, Florida 33428
ALBERT R. TANO, M.D.	21644 State Road 7, Room 100 Boca Raton, Florida 33428
ERNESTO VALDES, M.D.	21644 State Road 7, Room 100 Boca Raton, Florida 33428

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
JAMES B. DAVIS	Berger Davis & Singerman 100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

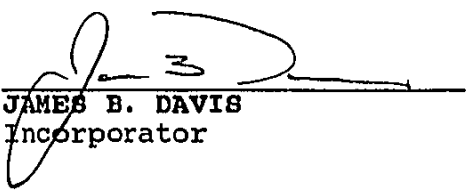
The street address of the initial registered office of the Corporation is 21644 State Road 7, Room 100, Boca Raton, Florida 33428, and the name of the initial Registered Agent of the Corporation at that address is Albert R. Tano, M.D.

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of August, 1997.


JAMES B. DAVIS
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 14th day of August, 1997, by JAMES B. DAVIS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: Robin L. Goldston
Print Name: Robin L. Goldston
Commission No.: PC 579802
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SOUTH FLORIDA PEDIATRIC CRITICAL CARE, P.A., as made in the foregoing Articles of Incorporation, and agree to act in such capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as initial Registered Agent of SOUTH FLORIDA PEDIATRIC CRITICAL CARE, P.A.

Date: August 29, 1997

Albert R. Tano
ALBERT R. TANO, M.D.
Initial Registered Agent

FILED
SEP 18 AM 8:01
TALLAHASSEE
FLORIDA
STATE