

SENT BY: RUDEN MCCLOSKEY

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FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDEN, MCCLOSKEY, SMITH, SCRUSTER & RUSSELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-3910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: PEDIATRIC SUBSPECIALTY GROUP, INC.

AUDIT NUMBER.....H97000017431

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
PEDIATRIC SUBSPECIALTY GROUP, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

PEDIATRIC SUBSPECIALTY GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of operating as an independent physician association to provide, or arrange for the provision, through contractual arrangements with physicians and groups of physicians of pediatric subspecialty medical care, treatment and services to enrollees of managed care entities and other patients, whether on a capitated or fee-for-service basis, or otherwise through direct and indirect contractual arrangements with managed care entities and other third party payors responsible for the payment and/or provision of medical care, treatment

Prepared by:

David F. Parish, Esq., FL Bar #273786
Ruden McClosky Smith Schuster & Rozand, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2741

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and/or services, and to engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407, and the initial registered agent of this Corporation at that address shall be Zorik Spektor, M.D.

ARTICLE VI INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

David F. Parish, Esq.
Ruden McCloskey Smith Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 5th day of August, 1997.



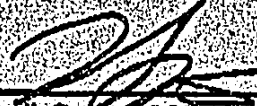
David F. Parish, Esq., Incorporator

Prepared by:

David F. Parish, Esq., FL Bar #275786
Ruden McCloskey Smith Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2741

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Zorik Spelner, M.D., Registered Agent

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TALLAHASSEE, FLORIDA

Prepared by:

David P. Finkel, Esq., FL Bar #213786
Ruden McCloskey Smith Schacter & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 799-3741

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