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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: AMEDICA CHILDREN'S CENTER, INC.
AUDIT NUMBER.....H98000003158
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
AMEDICA CHILDREN'S CENTER, INC.

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ARTICLE I - NAME

The name of this Corporation is AMEDICA CHILDREN'S CENTER, INC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is 12550 BISCAYNE BOULEVARD, SUITE 211, NORTH MIAMI, FLORIDA 33181.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kaufman, Rossin & Co.
2699 Southbayshore Dr.
Miami, Fl 33133
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is MIGUEL G. FARRA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the initial director of this Corporation is:

CARMEN A. MOLINA
12550 BISCAYNE BLVD., SUITE 211
NORTH MIAMI, FLORIDA 33181

ARTICLE VIII - INCORPORATOR

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

MIGUEL G. FARRA
C/O KAUFMAN, ROSSIN & CO.
2699 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

16th day of February, 1998.



Incorporator

H98000003158

STATE OF FLORIDA

)
) SS.
)

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on February 16, 1998, by Miguel G. Farra, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: Michelle Moyano
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission OC471218
Expires Jul. 06, 1999
Bonded by AND
800-852 6078

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CERTIFICATE OF REGISTERED AGENT
OF
AMEDICA CHILDREN'S CENTER, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That AMEDICA CHILDREN'S CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of North Miami, County of Miami-Dade, State of Florida, has named MIGUEL G. FARRA as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 16th day of February, 1998.


MIGUEL G. FARRA

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