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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 31, 1998

LAZARUS

MIAMI, FL

SUBJECT: ALL CHILDREN MEDICAL CENTER, INC.

Ref. Number: W98000007139

We have received your document for ALL CHILDREN MEDICAL CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 498A00017116

ARTICLES OF INCORPORATION

OF

ALL CHILDREN MEDICAL CENTER, INC.

ARTICLE I NAME

The name of the corporation is ALL CHILDREN MEDICAL CENTER, INC. (hereinafter called the "Corporation"). The purpose of this corporation is limited to engaging in every aspect of the practice of Medicine.

> ARTICLE II **ADDRESS**

The address of the principal office and the mailing address of the Corporation 999 North Krome Avenue, Homestead, Fl. 33030

> ARTICLE III **PURPOSE**

The general purpose of which the Corporation is organized is to engage in every aspect of the practice of Medicine. The professional services involved in the Corporation's practice of Medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice Medicine in the State of Florida.

The Corporation shall not engage in any business other than the practice of Medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLES IV CAPITAL STOCK

The capital stock authorized, par value thereof, and the characteristics of such shall be as follow:

Class of Par Value Number of Shares Stocks Per Share Authorized Common 1.00 500

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office in the State of Florida is 999 North Krome Avenue, Homestead, Fl. 33030 and the name of its registered agent is:

MARI CARMEN ORTIZ ...

-1-

ARTICLE VI **INCORPORATORS**

The name of the incorporators are:

LUCILA JOSEPHS, M.D. 052-46-4555 14504 S.W. 56TH TERRACE MIAMI, FL. 33183

MARI CARMEN ORTIZ, P.A. 583-23-3528 1627 BRICKELL AVENUE #2703 MIAMI, FL. 33129

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporators named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Ac of hte State of Florida has signed these Articles of Incorporation this 27 day of

> LUCILA ØÓSEPHS. M.D. INCORPORATOR

MARI CARMEN ORTIZ, P.A. INCORPORATOR

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL N HUERTAS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC373346 MY COMMISSION EXP. JUNE 6,1998

STATE OF FLORIDA AT LARGE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of All Children Medical Center, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.-

MARI CARMEN ORTIŽ

REGISTERED AGENT