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PEDIATRIX[®]
MEDICAL GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 AM 10:17

April 20, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

Subject: LUCKY MAN, INC.

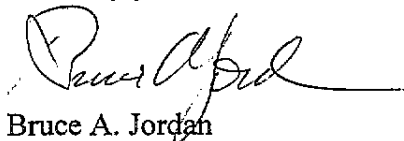
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above company.

I have enclosed a check in the amount of \$122.50 which covers the filing fee and the certified copy.

If you have any questions please do not hesitate to call me at (800) 243-3839 extension 5197.

Sincerely yours,


Bruce A. Jordan

Attachments (3)

PDX
Listed
NYSE

1455 North Park Drive • Fort Lauderdale, Florida 33326
P.O. Box 559001 • Fort Lauderdale, Florida 33355-9001
(954) 384-0175 • 800-243-3839 • (954) 384-7657 (Fax)
<http://www.pediatrix.com>

D. BROWN MAY - 4 1998

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**ARTICLES OF INCORPORATION
OF
LUCKY MAN, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is **Lucky Man, Inc.**

**ARTICLE TWO
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE
CAPITAL STOCK**

The number of shares of stock that the Corporation has authority to issue is one million (1,000,000) shares, all of which shall be common shares with a par value of One Cent (\$0.01) per share.

**ARTICLE FOUR
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**ARTICLE FIVE
REGISTERED AND PRINCIPAL OFFICES**

The street address of the initial registered office of the Corporation is **2930 N.W. 28th Terrace, Boca Raton, FL 33434**, and the name of the initial registered agent at that address is **George Luck**

The mailing address of the Corporation is **2930 N.W. 28th Terrace, Boca Raton, FL 33434**.

The address of the principal place of business of the Corporation is **2930 N.W. 28th Terrace, Boca Raton, FL 33434**.

**ARTICLE SIX
DIRECTORS**

The initial Board of Directors of the Corporation shall consist of one member.

The name and address of the sole member of the Board of Directors is:


George Luck	2930 N.W. 28th Terrace Boca Raton, FL 33434
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**ARTICLE SEVEN
INCORPORATOR**

The name and street address of the incorporator is as follows:

Bruce A. Jordan	1455 North Park Drive Ft. Lauderdale, FL 33326
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The undersigned has executed these Articles of Incorporation this 10th day of April, 1998.



Bruce A. Jordan

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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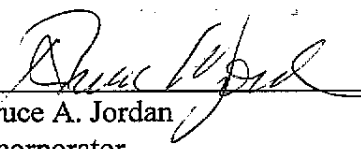
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is **Lucky Man, Inc.**
2. The name and address of the registered agent and office of the Corporation is:

George Luck

**2930 N.W. 28th Terrace
Boca Raton, FL 33434**

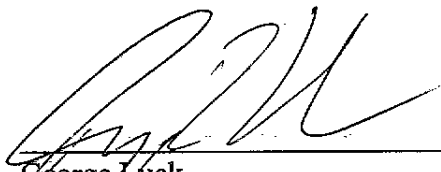
Date: April 10, 1998



Bruce A. Jordan
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: April 10, 1998



George Luck