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Richard O. Jones, J.D., F.T.A.
Master of Laws in Taxation
Certified Financial Planner

July 6, 1998

CERTIFIED MAIL

Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

400002584294--5
-07/09/98--01013--015
****122.50 ****122.50

Dear Sir:

Re: Palm Bay Pediatrics, Inc.

I enclose original and one duplicate copy of the Articles of Incorporation of the proposed corporation, PALM BAY PEDIATRICS, INC. Please note that Article VII designates agent to accept service of process and that there is an acceptance on the last page of the Articles. The duplicate has been subscribed and acknowledged in the same manner as the original. Also, please note that the corporation is to have a perpetual existence.

I am enclosing check payable to your order in the amount of \$122.50 to cover the following:

- | | |
|---------------------------------|----------|
| 1. Filing Fee | \$ 35.00 |
| 2. Certified Copy | 52.50 |
| 4. Registered Agent Designation | 35.00 |
| | \$122.50 |

FILED
98 JUL -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please endorse your approval of the Articles of Incorporation on the duplicate, certify and return to our office.

Yours very truly,
Lori A. Withrow

Lori A. Withrow
Paralegal

EFFECTIVE DATE

7-6-98

JN 7-9-98

ARTICLES OF INCORPORATION

OF

PALM BAY PEDIATRICS, INC.

FILED
98 JUL -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE

7-6-98

ARTICLE I - NAME

The name of this corporation is: PALM BAY PEDIATRICS, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the execution and acknowledgment of this instrument by the undersigned subscriber.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To engage in every phase and aspect of rendering to the public the same professional services a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers, participating physicians and agents who are duly licensed to practice medicine in the State of Florida.

To engage generally in the providing of medical services.

To buy, sell, own, hold and operate real and personal property of all kinds.

To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in and act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal matter, by guaranty or otherwise, the purchase, sale or distribution of any such securities.

To engage in the business of the accumulation, borrowing and lending of money by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various lenders or other sources upon such security as may be agreed upon

between the corporation and such lenders or borrowers, and by re-lending in like manner the funds arising from such loans when paid.

To purchase, or in any way acquire for investment or for sale or otherwise, any business, assets of a business, contracts for the purchase or sale of any business or the assets thereof, and any other property of any kind or any interest therein, whether such is a going concern or not, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon any business or the assets thereof in connection with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise and to enter into contracts to buy or sell any property, real or personal; to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation

without restriction or limit as to amount.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all such acts as may be necessary, proper or convenient in carrying out or accomplishing the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the business or acts above named or any business or acts auxiliary thereto or connected therewith.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or interested in any property, and in general to carry on any business, it being the intention that the objects, purposes and powers specified and the clauses contained in this Article of this instrument shall be in no way limited or restricted by reference to or inference from the terms of this or any other Article or paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One and No/100 (\$1.00) each par value common stock and shall commence business with 1,000 shares fully paid and nonassessable issued.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at

which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of the principal office of this corporation in the State of Florida is 1355 South Hickory Street, Suite 103, Melbourne, Florida 32901. The corporation may maintain such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1250 W. Eau Gallie Blvd. - Suite J, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is RICHARD O. JONES.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

NAME	ADDRESS
Doris M. Leedy	1355 South Hickory Street, Ste. 103 Melbourne, FL 32901

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation, the number of shares of stock he has subscribed for and the value of the consideration therefor are:

NAME	ADDRESS	# OF SHARES	CONSIDERATION
Doris M. Leedy	1355 S. Hickory St., Ste. 103 Melbourne FL 32901	1,000	\$1,000.00

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XI - OFFICERS

The sole officer of this corporation shall be: Doris M. Leedy, President, Secretary and Treasurer, said sole officer shall hold office until her successors are chosen by the Board of Directors and qualify.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal on this the 6 day of July, 1998.

Doris M. Leedy (L.S.)
DORIS M. LEEDY

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DORIS M. LEEDY, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being informed of the contents therein, she subscribed to these Articles of Incorporation voluntarily on the date the same bears date.

WITNESS my hand and official seal in the County and State named above this 6th day of July, 1998.



LORI A. WITHROW
COMMISSION # CC 715345
EXPIRES FEB 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

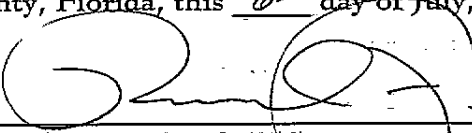
Lori A. Withrow
Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named in Article VII to accept service of process upon PALM BAY PEDIATRICS, INC. at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1250 W. Eau Gallie Blvd., Suite J, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the name and seal of said registered agent is hereby affixed at Melbourne, Brevard County, Florida, this 6th day of July, 1998.


(L.S.)

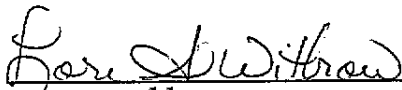
RICHARD O. JONES
Registered Agent for
PALM BAY PEDIATRICS, INC.

EFFECTIVE DATE

7-6-98

FILED
98 JUL -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subscribed and sworn to before me
this 6th day of July, 1998.


Notary Public

 LORI A. WITHROW
COMMISSION # CC715345
EXPIRES FEB 9, 2000
BONDED TO
ATLANTIC