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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/09/98--01025--008
****122.50 *****78.75

SUBJECT: MACCLENNY PEDIATRICS, P.A.

Enclosed please find an original and one(1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

James G. Hutchens, Jr., CPA
P.O. Box 889
Ponte Vedra Beach, Florida 32004-0889
(904) 280-1228

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT - 9 PM 12: 45

Note: Additional copy of articles is needed only when certified copy is requested.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 12:45

**ARTICLES OF INCORPORATION
OF
MACCLENNY PEDIATRICS, P.A.**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
MACCLENNY PEDIATRICS, P.A.

The principal place of business of this corporation shall be:
28 West Macclenny Avenue, Suite 4
Macclenny, Florida

ARTICLE II NATURE OF BUSINESS

The specific nature of business shall be:
Medical Services

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares at \$.50 par value

ARTICLE IV TERM OF EXISTANCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

John Assi
1522 Emerson St.
Jacksonville, Florida 32207

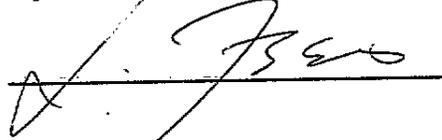
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Assi
1522 Emerson St.
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 1998.

Signature of Incorporator

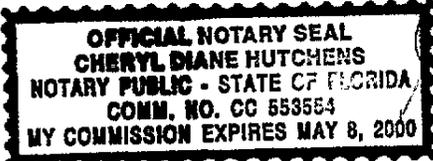


STATE OF FLORIDA

COUNTY OF BAKER

THE FOREGOING instrument was acknowledged and sworn to before me this 1st day of October, 1998, by John Assi of Macclenny Pediatrics, P.A.

Notary Public



Cheryl Diane Hutchens
My Commission Expires
5-8-2000

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$ 35.00

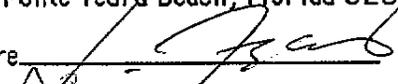
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 12:46

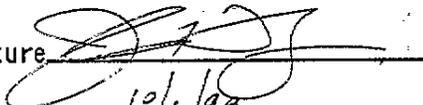
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Macclenny Pediatrics, P.A.
2. The name and address of the registered agent and office is

James G. Hutchens, Jr. CPA
106 Canal Blvd.
Ponte Vedra Beach, Florida 32082

Signature 
Title FILES DEPT
Date 10/1/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature 
Date 10/1/98

REGISTERED AGENT FILING FEE: \$ 35.00