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SOBE Pediatric, Inc.  
C/O A & T Accounting and Tax Service, Inc.  
7098 Bonita Drive  
Miami Beach, Florida 33141

FILED  
99 AUG 16 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 13, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002960557-6  
08/16/99-01076-011  
\*\*\*\*122.50 \*\*\*\*\*78.75

In Re: Incorporation of SOBE Pediatrics, Inc.

Dear Gentlemen:

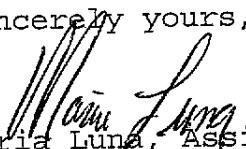
Please find enclosed the original Articles of Incorporation together with the Resident Agent Designation and appropriate filing fees.

Upon filing, please forward the certificate and recorded Articles to:

SOBE Pediatrics, Inc.  
c/o A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141

Thank you for your time and cooperation and we look forward to your response. In the event you should have any questions regarding this letter or any other matter please do not hesitate to contact us at (305) 868-5365 or write to us at the above styled address.

Sincerely yours,

  
Maria Luna, Assistant  
Administrator  
A & T Accounting and Tax  
Service, Inc.

jt/ML

cc: Archived

Enclosures

D. BROWN AUG 20 1999

ARTICLES OF INCORPORATION  
OF  
SOBE PEDIATRICS, INC.

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The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

SOBE PEDIATRICS, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in a medical practice, by and through the operation of a Medical Clinic Facility, including but not limited to providing medical services for Pediatrics, Internal Medicine, Family Medicine and any and all of the sub-specialties proffered in the medical field;

2.) To engage in related Medical Service Industries including but not limited to consulting; sales of medicine, pharmaceuticals, medical equipment, Diagnosti and supplies and information related services.

3.) To engage in the operation and ownership of Medical Diagnostic Centers and/or Facilities, together with any and all activities in connection with or arising therefrom;

4.) To engage in the business of buying and selling Real Estate as Agent or in any licensed capacity as permitted by law and any and all activities related to the Real estate Industry;

5.) To engage in the business of providing any and all types and kinds of services, arising out of or in connection with the medical field, investments,

securities, real estate, including but not limited to the development and construction industries to the extent permitted by law of the applicable jurisdiction.

6.) To engage in the business of import and export and all matter arising from or in connection with said activity;

7.) To engage in the real estate business and as broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

8.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful

capacity, mortgages and other interests in real, personal and mixed properties;

9.) And may carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

10.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

#### ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

#### ARTICLE FIVE REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Law Offices of Anthony L. Trullenque  
7098 Bonita Drive  
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters  
shall be located at:

1688 West Avenue, Ste. # 1007  
Miami Beach, Florida 33139

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial Director.  
The name and address of the initial Director of the  
corporation are:

Luis O. Dominguez  
1688 West Avenue, Ste # 1007  
Miami Beach, Florida 33139

ARTICLE SEVEN  
INCORPORATORS

The initial incorporator is as follows:

Luis O. Dominguez  
1688 West Avenue, Ste. # 1007  
Miami Beach, Florida 33139

ARTICLE EIGHT  
BY-LAWS

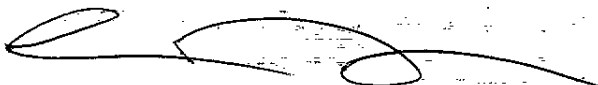
The initial By-laws of this corporation shall be adopted

by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, Provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 13th day of August, nineteen hundred and ninety-nine (1999).



\_\_\_\_\_  
Luis O. Dominguez  
Incorporator

STATE OF FLORIDA       )  
                              )  
                              )  
COUNTY OF MIAMI DADE   )

s.s.

BEFORE ME, a Notary Public authorized to take



acknowledgments in the State of Florida, County of  
Miami-Dade, and City of Miami Beach, personally appeared:


LUIS O. DOMIGUEZ

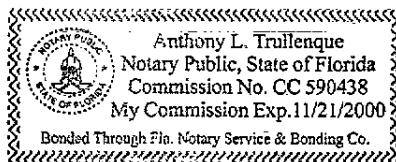
and known to me and known by me to be the person who  
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 13th day of August, nineteen hundred and ninety-nine  
(1999).

My commission expires:



  
Notary Public, State of  
Florida







DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

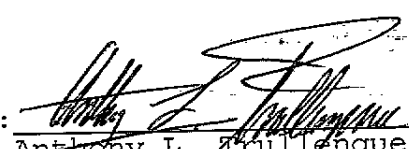
SOBE Pediatrics, Inc.

is qualified to do business under the laws of the State of  
Florida with its principal office at 1688 West Avenue,  
Ste. # 1007, City of Miami Beach, County of Miami-Dade, State  
of Florida, and has appointed the Law Offices of Anthony L.  
Trullengue, located at 7098 Bonita Drive, City of Miami  
Beach, County of Miami-Dade, State of Florida, as its agent  
to accept Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

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  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY:

  
Anthony L. Trullengue, Esq.  
Registered Agent  
7098 Bonita Drive  
Miami Beach, Florida 33141  
(305) 868-3363

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