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CLIFFORD J. GEISMAR, P.A.
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September 23, 1999

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

000002996810--4
-09/24/99--01086--012
*****78.75 *****78.75

RE: Central Florida Pediatric Care, P.A.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, and one duplicate copy. Please have the duplicate original Articles of Incorporation certified and return them to me via regular mail in the enclosed envelope. A check in the amount of \$78.75 is enclosed for the filing fee made payable to the Department of State.

Thank you for your attention to this matter.

Sincerely,



Tina M. Mann
Paralegal

:tmm
Enclosures

99 SEP 24 PM 1:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/20/99 T.C.

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PEDIATRIC CARE, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

Article I

Name, Principal Place of Business, Effective Date and Duration

The name of the Corporation is CENTRAL FLORIDA PEDIATRIC CARE, P. A.
The principal place of business of the Corporation is 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806. The duration of the corporation is perpetual.

Article II

Registered Office and Agent

The address of the initial registered office in the State of Florida is 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806. The name of the initial registered agent at such address is Zane Kalter, M.D. The business address of the registered agent is identical to the address of the registered office.

Article III

Nature of Business

The general nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, under the laws of the State of Florida, is authorized to render, and to engage in any other acts that are permitted by law.

Article IV

Authorized Stock

The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. None of such shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine, including osteopathy, in the State of Florida.

Article V
Incorporator

The incorporator is Zane Kalter, M.D., whose address is 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806.

Article VI

Initial Directors

The Corporation shall have five (5) initial directors. The names and addresses of the initial directors of the Corporation are as follows:

Zane Kalter, M.D.- 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806
Marie Quinonez, M.D. -2875 South Orange Avenue, Suite 540, Orlando, Florida 32806
Shari Geismar, D.O.-12301 Lake Underhill Road, Suite D, Orlando, Florida 32822
Adila F. Taylor, M.D.-1000 West Broadway Street, Suite 102, Oviedo, Florida 32765
Janet Belton, M.D.-2271 East Semoran Blvd, Apopka, Florida 32703

Article VII

Indemnification

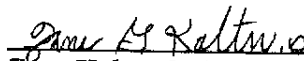
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article VIII

Amendments

These Articles of Incorporation may be amended only in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 22nd day of September, 1999.

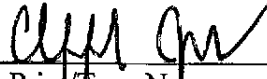


Zane Kalter, M.D.,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 22nd day of September, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, Zane Kalter, m-b a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.



Print/Type Name: _____
Notary Public - State of Florida



CLIFFORD J. GEISMAR
COMMISSION # CC617978
EXPIRES FEB 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

IN PURSUANCE OF CHAPTER 607. 0501 (3) , FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT.

Central Florida Pediatric Care, P.A., desiring to organize under the laws of the State of Florida with its principal office at 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806 has named Zane Kalter, M.D., located at 2875 South Orange Avenue, Suite 540, Orlando, Florida 32806 as its agent to accept service of process within this State.

Having been named to accept service of process for **Central Florida Pediatric Care, P.A.** at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 22d day of September 1999

Zane A. Kalter, M.D.
Zane Kalter, M.D
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA