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FLORIDA PROFIT CORPORATION OR P.A.

MAS CARDIOLOGY GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
of  
MAS CARDIOLOGY GROUP, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

**ARTICLE I. NAME**

The name of this corporation is MAS CARDIOLOGY GROUP, INC. (the "Corporation").

**ARTICLE II. - ADDRESS**

The principal business address and mailing address of the Corporation is:

3659 So. Miami Avenue, Suite 3003  
Miami, FL 33133

**ARTICLE III. - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE IV. - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 400  
Miami, Florida 33131  
(305)577-4888

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**ARTICLE V. - INITIAL REGISTERED  
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 400, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

**ARTICLE VI. - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 400, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 9th day of October, 2001.

Ziskind & Arvin, P.A., Incorporator

By: 

Kenneth I. Arvin, Vice President

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 905  
Miami, Florida 33131  
(305)577-4888

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

MAS CARDIOLOGY GROUP, INC.

2. The name and address of the registered agent and the registered office is:

ZISKIND & ARVIN, P.A.  
444 Brickell Avenue, Suite 400  
Miami, FL 33131

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of MAS CARDIOLOGY GROUP, INC., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: October 9, 2001

ZISKIND & ARVIN, P.A., Registered Agent

By: 

Kenneth I. Arvin, Vice President

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 905  
Miami, Florida 33131  
(305)577-4888

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