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FLORIDA PROFIT CORPORATION OR P.A.

machado cardio, inc.

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ARTICLES OF INCORPORATION  
OF  
MACHADO CARDIO, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly the Florida Business Corporation Act) hereby certifies that:

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ARTICLE I. CORPORATE NAME.

The name of this corporation is MACHADO CARDIO, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 760 Ponce De Leon Boulevard, Coral Gables, Florida 33134. This corporation, however, may from time to time move the principal office to any other address in Florida and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

This document prepared by:  
Bernard P. Coniff, Esq.  
600 West 20 Street  
Hialeah, Florida 33010  
(305) 863-8860, Ext. 334  
(Fl. Bar No. 449301)

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**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of one dollar (\$1.00) par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations thereunder.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is Bernard P. Coniff, 600 W. 20th Street, Hialeah, Florida 33010.

**ARTICLE V. INCORPORATORS.**

The name and street address of the incorporator of these Articles of Incorporation is Bernard P. Coniff, 600 W. 20th Street, Hialeah, Florida 33010.

**ARTICLE VI. OFFICERS AND DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased through by-laws adopted by the shareholders, but shall never be less than one. Said Board of Directors shall exercise on behalf of the corporation all powers granted to corporations by the Florida Business Corporation Act.

The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as

may be provided for in the By-Laws. Election and appointment of officers shall be in accordance with the By-Laws. Directors will be elected by members of the corporation in accordance with the By-Laws of the corporation. The method of election or appointment of Directors shall be set forth in the By-Laws.

The names and addresses of the initial Officers and Board of Directors, who shall serve until the next election, shall be as listed below:

<u>Names</u>	<u>Addresses</u>
Humberto Machado, Director, President & Treasurer	760 Ponce De Leon Blvd. Coral Gables, Florida 33134
Humberto Machado, Jr., Director Vice-President & Secretary	760 Ponce De Leon Blvd. Coral Gables, Florida 33134

#### ARTICLE VII. PURPOSE

The general nature of the business to be conducted and carried on by this corporation will be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

#### ARTICLE VIII. DURATION

The corporation is to have perpetual existence. The undersigned has executed these articles of incorporation on March 7, 2003.

  
Bernard P. Coniff, Incorporator

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ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby attest that I am familiar with, and accept the obligations of that position and agree to act and comply with the provisions of the Florida Statutes relating to the performance of said duties.

B.P. Coniff  
Bernard P. Coniff  
Registered Agent  
Date: 3/2/03

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