

ARTICLES OF INCORPORATION
OF
HEART CENTER RESEARCH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is HEART CENTER RESEARCH, INC. and its mailing address is 1540 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue 500 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 1549 Ringling Blvd., Suite 600, Sarasota, Florida 34236 and the name of the initial registered agent of the corporation at that address is Ruden, McClosky, Smith, Schuster & Russell, P.A.

ARTICLE VI

INCORPORATOR: The name and address of the person signing these Articles as
Incorporator is:

<u>Name</u>	<u>Address</u>
John M. Dart	1549 Ringling Blvd., Suite 600 Sarasota, Florida 34236

ARTICLE VII

The names and addresses of the Initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ponnuswamy Natarajan	1540 S. Tamiami Trail Sarasota, Florida 34239
Randy B. Hartman	1540 S. Tamiami Trail Sarasota, Florida 34239
John R. Culp	1540 S. Tamiami Trail Sarasota, Florida 34239
Geoffrey B. Liss	1540 S. Tamiami Trail Sarasota, Florida 34239
Martin J. Frey	1540 S. Tamiami Trail Sarasota, Florida 34239
Clayton E. Bredlau	1540 S. Tamiami Trail Sarasota, Florida 34239
Walter R. Hepp	1540 S. Tamiami Trail Sarasota, Florida 34239
Colleen M. Healy	1540 S. Tamiami Trail Sarasota, Florida 34239
Kenneth D. Henson	1540 S. Tamiami Trail Sarasota, Florida 34239
N. Mathew Koshy	1540 S. Tamiami Trail Sarasota, Florida 34239

Barry J. Weckesser

1540 S. Tamiami Trail
Sarasota, Florida 34239

Michael Basnight

1540 S. Tamiami Trail
Sarasota, Florida 34239

ARTICLE VIII

CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 5th day of September, 1996.



John M. Dart

STATE OF FLORIDA
COUNTY OF SARASOTA

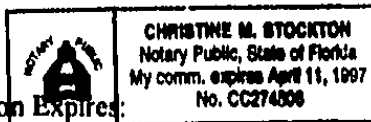
The foregoing instrument was acknowledged before me this 5th day of September, 1996, by John M. Dart who is personally known to me.



Signature of Notary Public

CHRISTINE M. STOCKTON

Typed Name of Notary Public



My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: HEART CENTER RESEARCH, INC.
2. The name and address of the registered agent and office is:

Ruden, McClosky, Smith,
Schuster & Russell, P.A.
1549 Ringling Boulevard
Suite 600
Sarasota, Florida 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RUDEN, McCLOSKY, SMITH,
SCHUSTER & RUSSELL, P.A.

By: John M. Dart, V. Pres.
John M. Dart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.**

1849 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236
POST OFFICE BOX 4817
SARASOTA, FLORIDA 34230-0017
TELEPHONE: (841) 363-0140
FAX: (841) 553-7500
E-MAIL: JMD@RUDEN.COM

March 24, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-03/27/97--01032--001
*****35.00 *****35.00

Re: Heart Center Research, Inc.

Gentlemen:

Articles of Incorporation for this company were filed on September 9, 1996. Charter number P96000075598(8) was assigned.

Enclosed please find Articles of Amendment to the Articles of Incorporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fee. Please provide us with acknowledgment that this amendment was filed.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

John M. Dart
John M. Dart

JMD:jlb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 AM 11:47
Amend

MAR 28 1997

ARTICLES OF AMENDMENT
OF
HEART CENTER RESEARCH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 AM 11:47

By unanimous consent of the ten (10) shareholders of HEART CENTER RESEARCH, INC., a Florida corporation, being all of the shareholders of said corporation, at a meeting held for that purpose pursuant to Florida Statute 607.1003(6), the following amendment to the Articles of Incorporation was adopted:

AMENDMENT I

1. Article VII of the Articles of Incorporation is amended to delete Barry J. Weckesser and Michael Basnight as directors of the corporation.
2. The Amendment shall be effective on the date of these Articles of Amendment with the Secretary of State of the State of Florida..

Dated this 13th day of November, 1996.

HEART CENTER RESEARCH, INC.

By: *Martin J. Frey*
Martin J. Frey, President

ATTEST:

Kenneth D. Henson
Kenneth D. Henson, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

This instrument was acknowledged before me this 15 day of November, 1996, by Martin J. Frey as President and Kenneth D. Henson as Secretary of Heart Center Research, Inc., a Florida corporation, on behalf of the corporation, who are personally known to me or have produced as identification.

Donna Ann Rebhan
Notary Public
DONNA ANN REBHAN
Print Name of Notary
1/24/97

My Commission Expires:

8/19/00

SAR:18781:1

