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FLORIDA PROFIT CORPORATION OR P.A.

Feinstein Cardiovascular Disease Specialists, P.A.

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ARTICLES OF INCORPORATION
OF
FEINSTEIN CARDIOVASCULAR DISEASE SPECIALISTS, P.A.

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Feinstein Cardiovascular Disease Specialists, P.A.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

218 New Lake Drive
Boynton Beach, Florida 33426

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

Prepared by:
Leonard K. Samuels, Esq.
Berger Davis & Singerman
350 E. Las Olas Blvd., #1000
Fort Lauderdale, FL 33301
Tel. No. 954-525-9900
FL Bar No. 501610
Fax Audit No. H99000027665 1

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ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is a physician duly licensed to practice medicine in the State of Florida.

ARTICLE VII

DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional medical services to the public, becomes legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or

limitations upon his continuing rendering of such professional medical services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor(s) shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
ROBERT D. FEINSTEIN	218 New Lake Drive Boynton Beach, Florida 33426

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	Berger Davis & Singerman 350 E. Las Olas Boulevard, #1000 Fort Lauderdale, Florida 33301

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

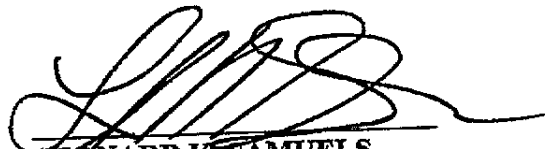
The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of November, 1999.


LEONARD K. SAMUELS
Incorporator

Fax Audit No. H99000027665 1

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

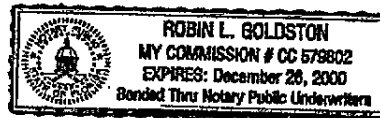
Sworn to and subscribed before me this 1st day of November, 1999, by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*
Print Name: Robin L. Goldston
Commission No.: CC 579802
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FEINSTEIN CARDIOVASCULAR DISEASE SPECIALISTS, P.A., as made in the foregoing Articles of Incorporation, and agree to act in such 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 initial Registered Agent of FEINSTEIN CARDIOVASCULAR DISEASE SPECIALISTS, P.A.

Date: November 1, 1999

Leonard K. Samuels
LEONARD K. SAMUELS
Initial Registered Agent

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