

**CORPORATE
ACCESS,
INC.**

496582

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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Amendment

Consented &
Restated

1.) Diagnostic Cardiology, P.A.
(CORPORATE NAME & DOCUMENT #)

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*****35.00 *****35.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

FOR
7/12/99

PARTICLES2tmw
CARDARTICLmrc

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIAGNOSTIC CARDIOLOGY, P.A.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 621, Florida Statutes, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on February 13, 1976; Document Number 496582.

ARTICLE I - NAME

The name of this Corporation is:

DIAGNOSTIC CARDIOLOGY, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

This Corporation commenced its corporate existence on February 13, 1976. This Corporation shall exist perpetually.

ARTICLES IV.

LICENSED SHAREHOLDERS AND OFFICERS

Pursuant to Florida Statutes §621.09(1), all shareholders of this Corporation shall be duly licensed by the State of Florida to perform the same professional service for which the Corporation is organized. Pursuant to Florida Statutes §621.10, any shareholder, officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the Corporation, shall sever all employment with, and financial interest in, the Corporation.

ARTICLE V - PURPOSE

This Corporation is organized for the following purposes:

(a) The practice of Cardiology.

(b) The transaction of any and all other lawful business for which professional service Corporations may be incorporated including but not limited to those powers pursuant to Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is:

William G. Short
6859 Belfort Oaks Place
Jacksonville, FL 32216

ARTICLE VIII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors. Any and all of the powers and duties conferred to or imposed upon the board of directors shall be by resolution of the shareholders. The number of directors may be either increased or diminished from time to time but shall never be less than one (1).

The names and addresses of the directors are as follows:

William G. Short
6859 Belfort Oaks Place
Jacksonville, FL 32216

Peter D. Kuhlman
6859 Belfort Oaks Place
Jacksonville, FL 32216

Carlos M. Sotolongo
6859 Belfort Oaks Place
Jacksonville, FL 32216

Julius Dean
6859 Belfort Oaks Place
Jacksonville, FL 32216

ARTICLE IX - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - INDEMNIFICATION

The Corporation may indemnify any present or former officer, incorporator, or director, or person exercising the powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the Corporation that is present at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose at which a quorum is present. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

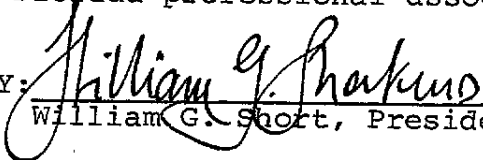
ARTICLE XII - ADOPTION

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the directors of the Corporation and a unanimous vote of the shareholders of the Corporation, which was a sufficient number to approve these Amended and Restated Articles of Incorporation, on June 1, 1999.

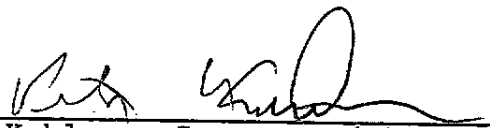
IN WITNESS WHEREOF, the undersigned authorized officers
have executed these Amended and Restated Articles of Incorporation
on this 1ST day of June, 1999.

DIAGNOSTIC CARDIOLOGY, P.A.,
a Florida professional association

BY:


William G. Short, President/Director

ATTEST:


Peter D. Kuhlman, Secretary/Director

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

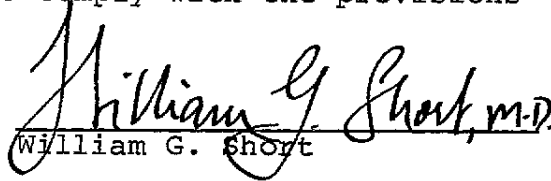
Diagnostic Cardiology, P.A., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

William G. Short
6859 Belfort Oaks Place
Jacksonville, FL 32216

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated Corporation, 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.


William G. Short