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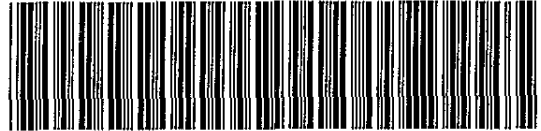
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November 25, 2003

Secretary of State
Corporations Division
409 East Gaines Street
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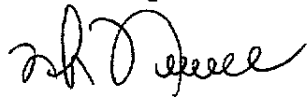
RE: Memorial Heart Institute, Inc.

Dear Sir/Madam:

Enclosed is our check in the amount of \$78.75, which we understand is the filing fee for filing the enclosed Articles of Incorporation for Memorial Heart Institute, Inc., and returning a certified copy of the recorded document to our attention.¹

Should you have any questions, please give us a call.

Sincerely,



T. L. Trimble, Vice President
Legal Services

rkr
Enclosure
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¹ For ease of returning the requested documents, we have enclosed a Federal Express air bill.

ARTICLES OF INCORPORATION
OF
MEMORIAL HEART INSTITUTE, INC.
(A Not-For-Profit Corporation)

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is Memorial Heart Institute, Inc.

ARTICLE II
Address

The principal place of business and the mailing address of the corporation is 875 Sterthaus Avenue, Ormond Beach, Florida 32174.

ARTICLE III
Corporate Existence

The period of its duration is perpetual.

ARTICLE IV
Purposes

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including, but not limited to:

- a. Conducting research as to the cause of cardiovascular diseases and for the development and application of scientific methods for the diagnosis, prevention, treatment, alleviation, and cure of such diseases.
- b. Dissemination of knowledge and information as to the causes of cardiovascular diseases and the methods for the diagnosis, prevention, treatment, alleviation, and cure of such diseases.

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None of the foregoing purposes are intended or shall be construed to authorize the corporation to engage in any activity, or do any act or thing which is expressly forbidden by any law of the State of Florida, or which may not be lawfully conducted, engaged in, or done without first obtaining a license under the authority of the laws of the State of Florida, and such license cannot lawfully be granted to the corporation, or to organize any corporation or other organization referred to in the Florida Non Profit Corporation Act or to engage in any business referred to in said Act.

ARTICLE V

Members

The members of this corporation and their rights shall be set forth in the Bylaws.

ARTICLE VI

Corporate Property

In furtherance, but not in limitation of the powers conferred upon the corporation by law, and subject always to the purposes for which the corporation is organized as set out above, the Board of Trustees of the corporation is expressly authorized, on behalf of the corporation, to accept property of any kind, without limitation as to the value, transferred to the corporation by gift, devise, bequest, or in any other lawful manner, including property which is the subject of a gift, devise or bequest made on condition that such property shall be used within the territorial limitation of the State of Florida, or shall be used for one or less than all of the purposes for which the corporation is organized or shall be returned to the donor or to such person or persons as the donor shall designate in the event it shall cease to be used by the corporation.

ARTICLE VII

Operations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the

activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Nothing herein shall be construed to prevent the corporation from making reasonable charges for services rendered by it, provided that amounts charged by the corporation for services rendered by it shall be determined and from time to time re-determined in the light of the amount of funds required by the corporation to furnish the services furnished by it to expand the scope of such services and to acquire facilities necessary therefore.

ARTICLE VIII **Dissolution**

The assets of the corporation in the process of dissolution shall be applied and distributed as follows:

All liabilities and obligations of the corporation shall be paid, satisfied and discharged, in case its property and assets are not sufficient to satisfy or discharge all the corporation's liabilities and obligations, the corporation shall apply them so far as they go to the just and equitable payments of the liabilities and obligations.

Assets held by the corporation on condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

After paying or making provision for the payment of items referred to in the previous paragraphs, all other assets of

the corporation, if any, shall be distributed to Memorial Health Systems, Inc., a Florida not for profit corporation, provided that Memorial Health Systems, Inc. remains a corporation organized and operated exclusively for charitable purposes, and is exempt from Federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or in the event Memorial Health Systems, Inc. shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to a charitable organization operating in Volusia County, Florida which is organized and operated exclusively for charitable purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX Board of Trustees

The number of persons constituting the Board of Trustees shall not be less than three.

ARTICLE X Officers

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be provided in the Bylaws. The officers shall be elected by the Board of Trustees in the manner and for the term prescribed in the Bylaws.

ARTICLE XI Bylaws

The Bylaws of the corporation shall be amended as set forth in the Bylaws.

ARTICLE XII Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation shall be approved by an affirmative vote of a majority of the membership interests which affirmative vote must include the membership interests controlled by Memorial Health Systems, Inc. in order for such action to be considered approved by the membership.

ARTICLE XIII
Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

T. L. Trimble
111 North Orlando Avenue
Orlando, Florida 32789

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of November, 2003.

T. L. Trimble
Incorporator

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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.

T. L. Trimble
Registered Agent

11/26/03
Date