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JOANNE C. MCANLIS
(513) 357-9350

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1300 EAST NINTH STREET
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September 10, 1998

Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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-09/15/98--01007--017
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Re: Florida Cardiovascular Institute Research Foundation, Inc.

Dear Sir or Madam:

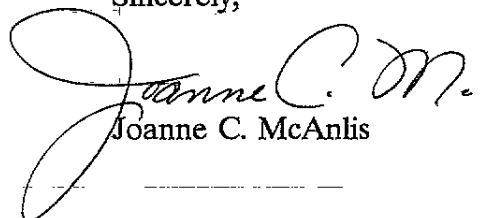
We are enclosing for filing in your office the Articles of Incorporation for a new Florida nonprofit corporation to be called Florida Cardiovascular Institute Research Foundation, Inc.

We are also enclosing a check payable to Florida Department of State in the total amount of \$122.50 to pay for the following services:

1. Filing fee - \$35.00
2. Designation of and acceptance by registered agent - \$35.00
3. Certified copy of these documents as filed - \$52.50

Thank you for your service to us in accepting and filing the enclosed Articles of Incorporation.

Sincerely,


Joanne C. McAnlis

JCM:mja

Enc.

98 SEP 15 AM 11:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-a/18/98

**ARTICLES OF INCORPORATION
OF
FLORIDA CARDIOVASCULAR INSTITUTE
RESEARCH FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617,
Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be:

Florida Cardiovascular Institute
Research Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this Corporation shall be:

Florida Cardiovascular Institute
Research Foundation, Inc.
9809 Bay Island Drive
Tampa, Florida 33615

ARTICLE III

Purposes

The specific purposes for which the Corporation is organized are:

To engage exclusively in charitable, educational, and scientific activities in which non-profit corporations in Florida may be involved, including specifically to carry out cardiovascular research and educational programs to enhance and improve the understanding and treatment of cardiovascular diseases and to promote and advance cardiovascular health, including the conduct of continuing medical education programs for health professionals and the general public, and

to provide medical care to the sick and injured persons who may come to the Corporation for diagnosis, treatment and care, without regard to race, color, creed, sex, age, or ability to pay, and in doing so, the Corporation shall be subject to the following:

(a) No part of the income or corpus of this Corporation shall be diverted in any manner, directly or indirectly, or otherwise inure to the benefit of any member, trustee, or officer of the Corporation or other private individual or entity; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by its employees.

(b) The Corporation shall not participate in or intervene in any political campaign for any political office, directly or indirectly. The Corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation, except insofar as it relates to the furthering of the purposes of the Corporation, and then only as an insubstantial part of its activities.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried out (i) by a corporation exempt 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 (ii) 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).

(d) On dissolution, all assets of the Corporation shall be paid over to such fund or non-profit corporation which is engaged in medical education and research as the Directors may determine, provided that such organization or organizations qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

The number and qualifications of Directors of this Corporation, whether voting or non-voting, shall be provided in its Bylaws, as amended from time to time.

ARTICLE V

Initial Board of Directors

The names and street addresses of the individuals who are to serve as the initial directors are as follows:

Fadi A. Matar, M.D.
9809 Bay Island Drive
Tampa, FL 33615

Hector L. Fontanet, M.D.
4816 Londonderry Drive
Tampa, FL 33647

J. Thompson Sullebarger, M.D.
13905 Oberlin Manor Way
Tampa, FL 33613

Ignasio Gallardo, M.D.
5077 Southampton Circle
Tampa, FL 33647-2031

Lofty L. Basta, M.D.
1180 Gulf Blvd.
Clearwater, Florida 33767

ARTICLE VI

Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Lofty L. Basta, M.D.
1180 Gulf Blvd.
Clearwater, Florida 33767

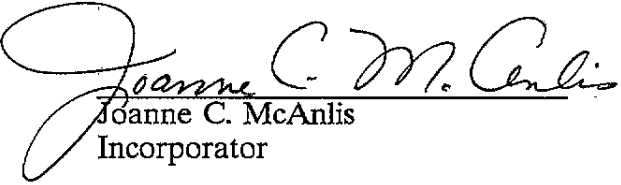
ARTICLE VII

Incorporator

The name and street address of the incorporator for these Articles of Incorporation is:

Joanne C. McAnlis
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

The undersigned incorporator has executed these Articles of Incorporation this
11th day of September, 1998.


Joanne C. McAnlis
Incorporator

6906ART.RER

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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

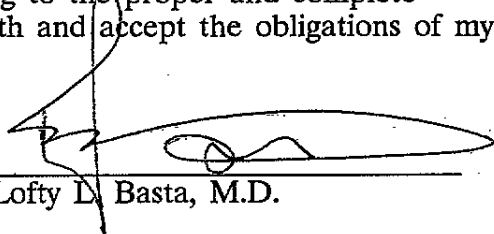
Florida Cardiovascular Institute Research Foundation, Inc.

2. The name and address of the registered agent and office is:

Lofty L. Basta, M.D.
1180 Gulf Boulevard
Clearwater, Florida 33767

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98 SEP 15 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Lofty L. Basta, M.D.

September 13, 1998