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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARDIAC CONSULTANT SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

CARDIAC CONSULTANT SERVICES, INC.

ARTICLE I

The name of this corporation is CARDIAC CONSULTANT SERVICES, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial, principal office of this corporation is 3312 SW 57th Place, Fort Lauderdale, Florida 33312, and the name and address of the initial registered resident agent of the corporation is BARRY R. ALTER, M.D., 3312 SW 57th Place, Fort Lauderdale, Florida 33312.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name of and address of the initial director of this corporation is:

Barry R. Alter, M.D.
3312 SW 57th Place
Fort Lauderdale, Florida 33312

This Instrument Prepared By:
Eugene L. Mann, Esq.
Florida Bar No. 128372

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ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Barry R. Alter, M.D.
3312 SW 57th Place
Fort Lauderdale, Florida 33312

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The By-laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-laws. As is set forth in the Bylaws, the Bylaws may be amended by the affirmative vote or not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of August, 2000.



BARRY R. ALTER, M.D.

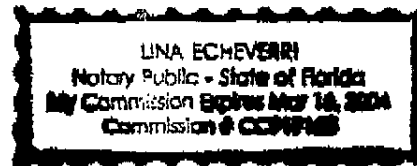
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STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by BARRY R. ALTER, M.D. this
31st day of August, 2000.


Notary Public, State of Florida



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ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Fort Lauderdale, Broward, County, Florida, residing at the place indicated above, and I hereby accept the foregoing designation as Resident Agent of CARDIAC CONSULTANT SERVICES, INC.


BARRY R. ALTER, M.D.

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