

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P0100000 6633**

**Associates In Cardiology, P.A.**

**FILED**  
01 JAN 18 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_

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DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

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Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

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*Handwritten initials and date: 1-18-01*

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ASSOCIATES IN CARDIOLOGY, P.A.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a professional corporation under the laws of the State of Florida.

**ARTICLE I (NAME AND ADDRESS)**

The name of this professional corporation is ASSOCIATES IN CARDIOLOGY, P.A. (the "Company"). The mailing address and the street address of the initial principal office of this corporation is 36500 Emerald Coast Parkway, Destin, FL 32541.

**ARTICLE II (DURATION)**

The corporation shall have perpetual existence, beginning on the date these Articles of Incorporation are filed in the Office of the Secretary of State of the State of Florida.

**ARTICLE III (POWERS AND PURPOSE)**

The Company shall have all of the powers stated in the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes (2000), as such chapter presently exists and may hereafter be amended. However, the Company is organized for the sole and specific purpose of rendering professional medical services and shall have as its stockholders only other professional limited liability companies, professional corporations, or individuals who themselves are duly licensed or otherwise legally authorized to render professional medical services. The Company must not engage in any business other than the rendering of professional medical

services; provided, however, nothing herein or in any provisions of existing law applicable to corporations shall be interpreted to prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services. The Company must not render professional medical services except through its stockholders, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a physician's license is required; and provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a stockholder of the Company is dependent upon the present or future existence of an employment relationship between him or her and the Company, or his or her present or future active participation in any capacity in the production of the income of the Company or in the performance of the services rendered by the Company.

#### **ARTICLE IV (STOCK AND STOCKHOLDERS)**

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each share having a par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued. However, no person shall be admitted as a stockholder in the Company unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render professional medical services. If any stockholder, officer, manager, agent or employee of the Company who has been rendering professional medical services to the public becomes legally disqualified to render such professional

services within Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon the person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Company. No stockholder in the Company may sell or transfer stock in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a stockholder in the Company. No stockholder in the Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the Company.

**ARTICLE V (STOCKHOLDER'S PRE-EMPTIVE RIGHTS)**

Every stockholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VI (REGISTERED AGENT AND ADDRESS)**

The street address of the corporation's initial registered office is 125 W. Romana, Suite 800, Pensacola, FL 32501. The name of the corporation's initial registered agent at that office is Gary W. Huston.

**ARTICLE VII (BOARD OF DIRECTORS)**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine.

**ARTICLE VIII (INCORPORATOR'S NAME AND ADDRESS)**

The name and address of the incorporator is Gary W. Huston, 125 W. Romana, Suite 800, Pensacola, FL 32501.

### **ARTICLE IX (AMENDMENTS)**

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

### **ARTICLE X (BYLAWS)**

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

### **ARTICLE XI (CUMULATIVE VOTING FOR DIRECTORS)**

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

### **ARTICLE XII (SPECIAL MEETINGS OF STOCKHOLDERS)**

Special meetings of the stockholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

### **ARTICLE XIII (QUORUM AT STOCKHOLDERS' MEETINGS)**

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative

vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the stockholders.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on January 17<sup>th</sup>, 2001.

Gary W. Huston  
Gary W. Huston, Incorporator

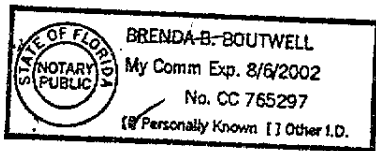
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 2001, by Gary W. Huston, who did not take an oath and who:

- is/are personally known to me.
- produced current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

(Notary Seal Must Be Affixed)

Brenda B. Boutwell  
Notary Public  
BRENDA B. BOUTWELL  
Name of Notary Printed  
My Commission Expires: 8/6/2002  
Commission Number: CC 765297



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501(3), Florida Statutes, the following is submitted: That ASSOCIATES IN CARDIOLOGY, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 36500 Emerald Coast Parkway, Destin, FL 32541, has named Gary W. Huston, a resident of Santa Rosa County, Florida, whose business street address is 125 W. Romana, Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

ASSOCIATES IN CARDIOLOGY, P.A.

By: *Gary W. Huston*  
Gary W. Huston, Incorporator

**ACCEPTANCE**

Having been named 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 such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Gary W. Huston*  
Gary W. Huston, Registered Agent

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