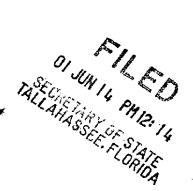
CAPITAL CONNECTION, INC.

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

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Stuart Cardiology Associates, P.A



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Signature

Requested by:

Name

(013) Date

Time

Walk-In _____

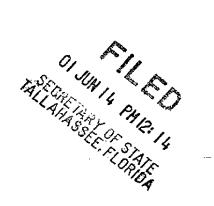
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174 Ponder's Printing • Thomasville, GA 8/00

ARTICLES OF INCORPORATION

OF

STUART CARDIOLOGY ASSOCIATES, P.A.



ARTICLE I

NAME

The name of this corporation shall be: STUART CARDIOLOGY ASSOCIATES, P.A.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

Ole-09-01

ARTICLE III

PURPOSE

This corporation is organized for the purpose of rendering medical services. This corporation is also permitted to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and it may own any real or personal property necessary for the rendering of medical services.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution. Only an individual who is legally authorized to render medical services is permitted to be a shareholder.

ARTICLE V PRINCIPAL OFFICE

The street address of the principal office of this corporation is 1001 SE Monterey Commons Boulevard, Stuart, Florida 34996.

ARTICLE VI

DIRECTORS

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

Dr. Joseph S. Gage 1001 SE Monterey Commons Boulevard Stuart, Florida 34996

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1001 SE Monterey Commons Boulevard Stuart, Florida 34996

The name of the initial registered agent of this corporation at that address is:

Dr. Joseph S. Gage

ARTICLE VII

INCORPORATOR

The name and address of the person signing these articles is:

Dr. Joseph S. Gage 1001 SE Monterey Commons Boulevard Stuart, Florida 34996

[*\art-inc]

ARTICLE VIII INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, Chapter 621, Florida Statutes, and accordingly, the corporation, its officers, directors and shareholders shall be subject to all of the sections of said Act concerning the formation of the corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the corporation, its officers, directors and shareholders, as stated in said Chapter 621, Florida Statutes.

ARTICLE IX INDEMNIFICATION

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

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX EFFECTIVE DATE

The effective date of this corporation is June 9, 2001

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _______ day of May, 2001.

Joseph S. Gage

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, STUART CARDIOLOGY ASSOCIATES, P.A., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this _____ day of May, 2001.

Joseph S. Coge

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SECRETARY OF STATE