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Secretary of State
Division of Corporations
P.O.B. 6327
Tallahassee, Florida 32314

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September 21, 2001

Re: Northwest Florida Cardiology Associates, P.A.

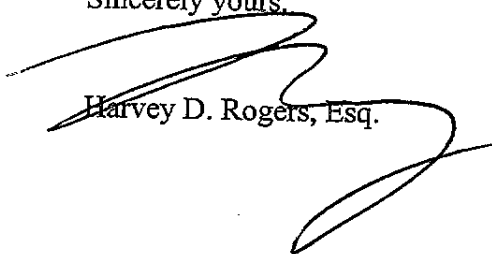
Gentlemen/Ladies:

Enclosed you will find the original and copy of the Articles of Incorporation, Appointment and Acceptance of Registered Agent of the above Corporation, along with my check of \$ 70.00 representing the filing fee and a self addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to our office in the self-addressed stamped envelope enclosed for your convenience.

Should you have any question with respect to any of the foregoing, please fee free to contact our office.

Sincerely yours,



Harvey D. Rogers, Esq.

HDR/mcr
Enclosure

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 24 PM 1:47

SEP 26 2001

FILED STATE
TALLAHASSEE, FLORIDA
01 SEP 24 PM 1:47

**Articles of Incorporation
Of
Northwest Florida Cardiology Associates, P.A.**

The undersigned natural person, competent and licensed to practice Medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, all of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: **Northwest Florida Cardiology Associates, P.A.**

ARTICLE II

The nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a) To engage in every aspect in the practice of Medicine, and all its fields of specializations, as are engaged in by Physicians.
- b) To engage and render the professional services involved only through its officers, agents and employees who shall be Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

The capital stock of the corporation shall be and issued as follows:

- a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$ 1.00 per share par value.
- b) The consideration to be paid for each share shall be payable in lawful money or

property, labor or services.

c) Shares of the Corporation's stock and shall only be issued to Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The principal office, mailing address and initial registered office of this Corporation is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, and the name of its initial registered agent at said address is *Aldo V. Fonticiella*.

ARTICLE VI

The name and address of the Incorporator is as follows: *Aldo V. Fonticiella*., Suite 500, 28 West Flagler Street Miami, Florida 33130-1891.

ARTICLE VII

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the initial Director of this Corporation is: *Aldo V. Fonticiella*.

ARTICLE VIII

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate records.

ARTICLE IX

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to

him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

The Corporation shall indemnify any employee, agent, officer or director, or any former employee, agent, officer or director to the full extent permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and the Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Miami-Dade, City of Miami this 11 day of SEPTEMBER, 2001.

Aldo V. Fonticiella
Incorporator

Aldo V. Fonticiella
Incorporator

STATE OF ARKANSAS }
 }
 } S.S.
COUNTY OF Union }

Sworn to and Subscribed before me this 11 day of September, 2001 by: Aldo V. Fonticiella, who did/did not take an oath.

Deborah J. Lindsey
Notary Public

My Commission Expires On: 9-20-2002
Personally Known: Or Produced Identification: _____
Identification Produced: _____

APPOINTMENT AND ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

That **Northwest Florida Cardiology Associates, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, has named **Aldo V. Fonticiella.**, as its resident agent for the Corporation which is located at: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, as its agent to accept service of process within this State.


Aldo V. Fonticiella.

Title: President

Dated: 09/11/01

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 24 PM 1:17

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Aldo V. Fonticiella.

Dated: 09/11/01