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Requester's Name
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.

(Corporation Name) (Document #)
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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.

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The undersigned, acting as incorporator of Tallahassee Cardiology Associates, P.A., under the Florida Professional Services Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

Tallahassee Cardiology Associates, P.A.

The address of the initial principal office of the corporation is:

2626 Care Drive, Suite 100
Tallahassee, Florida 32308

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are:

(a) to engage in the practice of medicine and to carry on medical services incident thereto; and (b) to own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of

the corporation. The practice of medicine is the sole and exclusive professional service to be rendered by the corporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is nine hundred (900) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. LIMITATION ON ISSUANCE OR TRANSFER OF COMMON STOCK

No common stock may be issued or transferred, either by the company or by a shareholder, to anyone other than a professional corporation, professional limited liability company, or an individual, who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2626 Care Drive, Suite 100, Tallahassee, Florida 32308 and the name of the corporation's initial registered agent at

that address is Joseph C. Baker.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one nor more than five. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Joseph C. Baker	2626 Care Drive, Suite 100 Tallahassee, Florida 32308
Michelle D. Bachtel	2626 Care Drive, Suite 100 Tallahassee, Florida 32308

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph C. Baker	2626 Care Drive, Suite 100 Tallahassee, Florida 32308

The incorporator of the corporation assigns to this corporation his rights under Florida Statutes to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the common stock of this corporation, this assignment becoming effective on the date corporate existence begins.

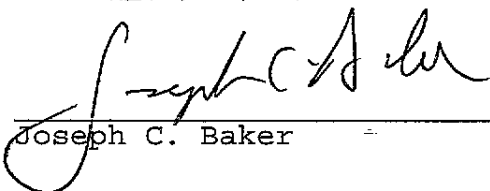
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders as stated in the Bylaws, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors. The initial bylaws shall be adopted by a majority of the initial board of directors identified here.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

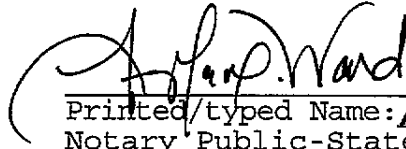
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 2001.



Joseph C. Baker

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this
1st day of October, 2001 by Joseph C. Baker, who () is
personally known to me () produced _____ as
identification.

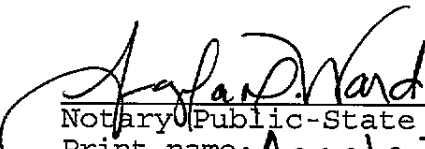


Printed/typed Name: Angela D. Ward
Notary Public-State of Florida
Commission Number: _____



STATE OF FLORIDA
COUNTY OF LEON

Sworn to and subscribed before me this 1st day of October, 2001 by Joseph C. Baker, who () is personally known to me () produced _____ as identification.


Notary Public-State of Florida
Print name: Angela D. Ward
Commission No. _____



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

Pursuant to the provisions of Section 607.0501, 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.

The name of the Corporation is:

TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.


The name and address of the Registered Agent is:

Joseph C. Baker
2626 Care Drive, Suite 100
Tallahassee, Florida 32308

Dated this 1st of October, 2001.

TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.

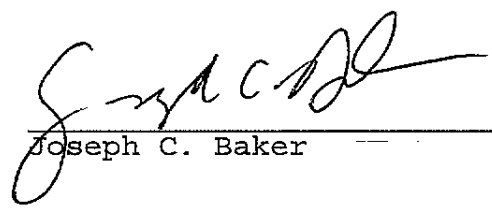
By:



Joseph C. Baker
As President

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.

Dated this 1st day of October, 2001.

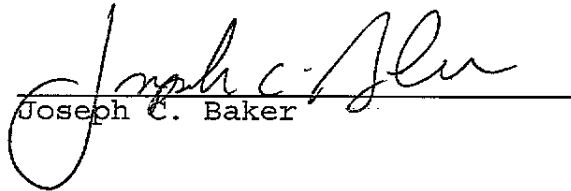


Joseph C. Baker

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Tallahassee Cardiology Associates, P.A., a Florida Professional Service Corporation, and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act and Florida Professional Services Corporation Act relative to keeping open the registered office specified herein: 2626 Care Drive, Suite 100, Tallahassee, Florida 32308. The undersigned is familiar with and accepts the obligations of, Sections 607.0501 and 607.0505, Florida Statutes.

Dated this 1st day of October, 2001.


Joseph C. Baker

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