

Division of Corporations

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Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

Heart Center Properties II, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**HEART CENTER PROPERTIES II, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Heart Center Properties II, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 60 W. Gore Street, Orlando, Florida 32806, which shall also be the mailing address of the Corporation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000), of which one thousand (1,000) shares having a par value of Ten Cents (\$.10) per share shall be shares of Class A voting common stock and nine thousand (9,000) shares having a par value of Ten Cents (\$.10) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at

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any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

#### ARTICLE IV - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 60 West Gore Street, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Israel J. Mantecon, M.D. Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

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| <u>Name</u>              | <u>Address</u>                              |
|--------------------------|---|
| Israel J. Mantecon, M.D. | 60 W. Gore Street<br>Orlando, Florida 32806 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be four (4).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>              | <u>Address</u>                              |
|--------------------------|---|
| Israel J. Mantecon, M.D. | 60 W. Gore Street<br>Orlando, Florida 32806 |
| Irwin R. Weinstein, M.D. | 60 W. Gore Street<br>Orlando, Florida 32806 |
| Aurelio Duran, M.D.      | 60 W. Gore Street<br>Orlando, Florida 32806 |
| Scott D. Greenwood, M.D. | 60 W. Gore Street<br>Orlando, Florida 32806 |

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

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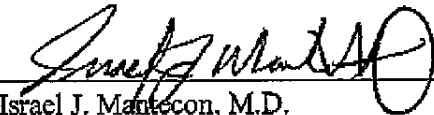
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 13 day of June, 2002.

  
Israel J. Mantecon, M.D.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Israel J. Mantecon, M.D.

Date: June 13, 2002

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