

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : GEORGE F. INDEST III, P.A. - THE HEALTH LAW FIRM
Account Number : 120000000056
Phone : (407) 331-6620
Fax Number : (407) 331-3030

FLORIDA PROFIT CORPORATION OR P.A.

Institute for Thoracic Surgery, P.A.,

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**ARTICLES OF INCORPORATION
OF
INSTITUTE FOR THORACIC SURGERY, P.A.**

The undersigned, acting as the sole incorporator, desiring to form a professional service corporation for profit pursuant to the Professional Service Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, and the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **INSTITUTE FOR THORACIC SURGERY, P.A.**

ARTICLE II - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to engage in the provision of medical and other health care services as defined by Florida law. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is 7000 Southwest 62nd Avenue, Suite 210, South Miami, Florida 33143.

ARTICLE IV - INCORPORATOR

The name of the Incorporator is George F. Indest III, Esquire, of George F. Indest III, P.A. - The Health Law Firm and the address is: 220 East Central Parkway, Suite 2030, Altamonte Springs, Florida 32701.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The name of the initial registered agent of the corporation is George F. Indest III, Esquire, of George F. Indest III, P.A. - The Health Law Firm and the address is: 220 East Central Parkway, Suite 2030, Altamonte Springs, Florida 32701.

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ARTICLE VI - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is Ten Thousand (40,000) shares which shall be designated Common Shares with no par value.

ARTICLE VIII - NO PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - BYLAWS

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE XI - NUMBER OF DIRECTORS

The initial number of directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the bylaws of the corporation.

**ARTICLE XII - LIABILITY AND INDEMNIFICATION OF
DIRECTORS, OFFICERS, ETC.**

The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act as the same may be supplemental and amended from time to time. The corporation shall, to the fullest extent legally permissible under the provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while

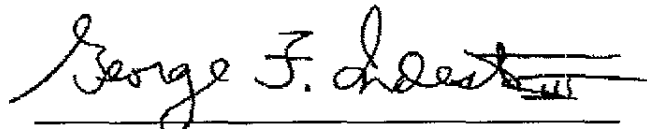
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holding such office, and shall continue as a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, on this 26th day of February, 2004.

INCORPORATOR:





GEORGE F. INDEST III, ESQUIRE
GEORGE F. INDEST III, P.A. -
THE HEALTH LAW FIRM
220 East Central Parkway
Suite 2030
Altamonte Springs, Florida 32701
Telephone: (407) 331-6620
Telefax: (407) 331-3030
(as Incorporator)

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me on the 26th day of February, 2004, by **GEORGE F. INDEST III, ESQUIRE**, as incorporator, who is personally known to me.

Elizabeth J. Rose
MY COMMISSION # 00226344 EXPIRES
JUNE 25, 2007
NOTARY PUBLIC STATE OF FLORIDA



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ACCEPTANCE BY REGISTERED AGENT

The undersigned, as registered agent appointed in accordance with the foregoing Articles of Incorporation for the INSTITUTE FOR THORACIC SURGERY, P.A. does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By: George F. Indest III Feb. 26, 2004
GEORGE F. INDEST III / date

Name: George F. Indest III, Esquire
Address: The Health Law Firm
220 East Central Parkway, Suite 2030
Altamonte Springs, Florida 32701

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