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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
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ALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Downing Cardiac, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
DOWNING CARDIAC, P.A.**

**ARTICLE I  
NAME**

The name of this Corporation is **DOWNING CARDIAC, P.A.**

**ARTICLE II  
PURPOSES**

This Corporation is organized for the purpose of rendering medical services and related services and transacting any and all lawful business permitted for such a professional service corporation under Chapters 607 and 621 of the Florida Statutes

**ARTICLE III  
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

**ARTICLE IV  
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 3370 Burns Road, Suite 102, Palm Beach Gardens, Florida 33410 and the name of the initial registered agent at that address is Terence Peter Downing, M.D.

**ARTICLE V  
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Terence Peter Downing, M.D., 3370 Burns Road, Suite 102, Palm Beach Gardens, Florida 33410.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporation of this Corporation is Terence Peter Downing, M.D., 3370 Burns Road, Suite 102, Palm Beach Gardens, Florida 33410.

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the corporation is 3370 Burns Road, Suite 102, Palm Beach Gardens, Florida 33410

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**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX  
PERPETUAL EXISTENCE**

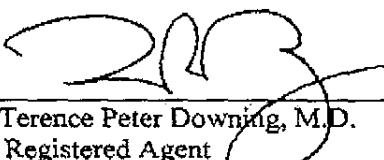
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 2004.

  
\_\_\_\_\_  
Terence Peter Downing, M.D.  
Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Terence Peter Downing, M.D.  
Registered Agent

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