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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

gms cardiology, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****GMS CARDIOLOGY, INC.**

I, the undersigned, hereby associate myself for the purposes of becoming a corporation under the laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, and liabilities of corporation for profit in accordance with the "Florida Business Corporation Act", Chapter 607, of the Florida Statutes, as last amended.

ARTICLE ONE

The name of this corporation shall be:

GMS CARDIOLOGY, INC.**ARTICLE TWO**

The principal office and/or mailing address of the corporation is:

7700 North Kendall Drive
Suite 507
Miami, Florida 33156

ARTICLE THREE

The total number of shares of stock that may be issued is 1,000 shares of common stock at \$1.00 par value. All of said stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the

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corporation so long as the Board of Directors has determined that the consideration received or to be received for the shares to be issued is adequate.

ARTICLE FOUR

The Registered Agent of this corporation shall be **JERRY GREEN**, and the registered office of this corporation shall be 7700 North Kendall Drive, Suite 507, Miami, FL 33156.

ARTICLE FIVE

The name and address of the Incorporator is as follows:

JERRY GREEN
7700 North Kendall Drive
Suite 507
Miami, FL 33156

ARTICLE SIX

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida, and in addition, this corporation shall have all those powers enumerated in Chapter 607.0302 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 21 day of January, 2007.



JERRY GREEN, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE SERVED**

GMS CARDIOLOGY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7700 North Kendall Drive, Suite 507, Miami, FL 33156 has named **JERRY GREEN**, located at 7700 North Kendall Drive, Suite 507, Miami, FL 33156, as its agent to accept Service of Process within the State of Florida.



JERRY GREEN, Incorporator

Dated: January 31, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



JERRY GREEN

Dated: January 31, 2007

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TALLAHASSEE, FLORIDA

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