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FLORIDA PROFIT/NON PROFIT CORPORATION

Heart Care CFL, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HEART CARE CFL, P.A.

The undersigned subscribers to these Articles of Incorporation are physicians duly licensed to render services as such under the Laws of the State of Florida, and hereby present these Articles for the formation of a corporation under the Florida Professional Service Corporation and Limited Liability Act, Chapter 621, Florida Statutes.

Article I. - Name

The name of this corporation is HEART CARE CFL, P.A.

Article II. - Purpose

This corporation is organized for the purpose of engaging in the practice of medicine; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

Article III. - Capital Stock

A. The maximum number of shares that the Corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)  
Strawn, Monaghan & Cohen, P.A.  
54 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400

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B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**Article IV - Commencement  
and Term of Existence**

The Corporation is to exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

**Article V - Initial  
Registered Office and Agent and Principal Office Address**

The Initial street address of the Registered Office of this Corporation in the State of Florida will be 54 N.E. Fourth Avenue, Delray Beach, Florida 33483. The name of the initial Registered Agent of this Corporation at said address is Jeffrey L. Cohen.

The principal office and mailing address of the Corporation is 782 Florencia Circle, Titusville, Florida 32780.

**Article VI - Initial Board of Directors**

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Surya Rao, M.D.	5166 Royal Paddock Way Merritt Island, FL 32952
Ravi Rao, M.D.	782 Florencia Circle Titusville, FL 32780

**Article VII - Incorporator**

The name and street address of the incorporators who are duly licensed to practice medicine under the laws of the State of Florida to render services as such, are as follows:

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NAMEADDRESS

Surya Rao, M.D.

5166 Royal Paddock Way  
Merritt Island, FL 32952

Ravi Rao, M.D.

782 Florencia Circle  
Titusville, FL 32780

ARTICLE VIII  
RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

A. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

Article IX - Bylaws

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of the Corporation, and the duties of the officers of the Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

Article X - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

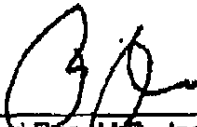
Article XI - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed,

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in good faith within the scope of his/her duties on behalf of the Corporation.

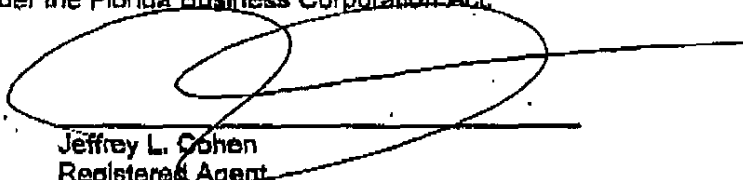
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on March 17, 2008.

  
Ravi Rao, M.D., Incorporator

  
Surya Rao, M.D., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

  
Jeffrey L. Cohen  
Registered Agent

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