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# GORNTO & GORNTO, P.A.

ATTORNEYS AT LAW

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Daytona Beach, Florida 32118

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L. A. 'Gus' Gornto, Jr.

Board Certified Tax Lawyer  
Master of Laws in Taxation

Bradford B. Gornto

Master of Laws in Taxation

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October 4, 2010

Via Federal Express #796308509896

Florida Department of State  
Division of Corporations - Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Complete Cardiology Care, P.A.

Dear Sir or Madam:

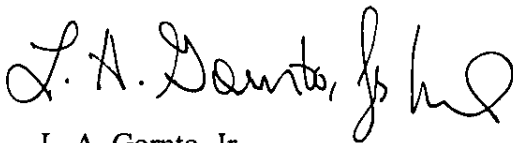
Enclosed are the original and one copy of the proposed Articles of Incorporation for the above named corporation.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Incorporation to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$78.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



L. A. Gornto, Jr.  
LAG/ml  
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COMPLETE CARDIOLOGY CARE, P.A.

The undersigned incorporator and subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation shall be:

Complete Cardiology Care, P.A.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this 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 furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE III  
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

161 N. Causeway, Suite C  
New Smyrna Beach, FL 32169

The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE V  
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 444 Seabreeze Blvd, Suite 200, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is L. A. Gornto, Jr., Esq.

ARTICLE VI  
TERM OF EXISTENCE

This corporation shall commence October 5, 2010, and shall have perpetual existence.

ARTICLE VII  
NUMBER OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII  
DIRECTORS

The names and addresses of the initial Directors of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name</u>	<u>Address</u>
Eric L. S. Lo, M.D.	161 N. Causeway, Suite C New Smyrna Beach, FL 32169
Huijian Wang, M.D.	161 N. Causeway, Suite C New Smyrna Beach, FL 32169

ARTICLE IX  
OFFICERS

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Eric L. S. Lo, M.D. 161 N. Causeway, Suite C New Smyrna Beach, FL 32169	President and Secretary
Huijian Wang, M.D. 161 N. Causeway, Suite C New Smyrna Beach, FL 32169	Vice President and Treasurer

ARTICLE X  
INCORPORATOR

The following is the name and street address of the incorporator signing these articles, an attorney duly licensed under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
L. A. Gornto, Jr., Esq.	444 Seabreeze Boulevard, Suite 200 Daytona Beach, FL 32118

ARTICLE XI  
STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly

licensed to render services as a cardiologist under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this 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 or her shares.

## ARTICLE XII AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

## ARTICLE XIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

## ARTICLE XIV ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have the following powers:


A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by a stockholder hereof, should he or she desire to sell, transfer, or otherwise dispose of his or her shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, that the capital of this corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, or (3) other qualified or non-qualified retirement or incentive compensation plan.


I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Dated October 4, 2010.

  
\_\_\_\_\_  
L. A. Gornito, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated professional service corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
L. A. Gornito, Jr.

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