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ATTORNEYS AT LAW

888.491.1120  
www.gmlaw.com

Brent D. Klein  
Merrick Pointe, Suite 602  
3850 Bird Road  
Miami, Florida 33146  
Direct Phone: 305.789.2772  
Direct Fax: 305.537.3972  
Email: brent.klein@gmlaw.com

August 5, 2013

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Federal Express

Re: Articles of Incorporation  
Sunset Heart and Vascular Associates, P.A.

Gentlemen:

Enclosed are two (2) copies of Articles of Incorporation of Sunset Heart and Vascular Associates, P.A., along with a check in the amount of \$78.75. Please return a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

BDK/jm

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNSET HEART AND VASCULAR ASSOCIATES, P.A.**

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The undersigned, for the purpose of forming a professional corporation pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is SUNSET HEART AND VASCULAR ASSOCIATES, P.A. and its address is 9200 Sunset Drive, Building 4, Miami, Florida 33173.

**ARTICLE II**

**Duration**

The duration of the corporation is perpetual.

**ARTICLE III**

**Purposes**

The general purpose for which the corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV**

**Authorized Shares**

The aggregate number of shares which the corporation is authorized to issue is 5000.

## ARTICLE V

### Registered Office and Agent

The street address of the registered office of the corporation is Suite 602, 3850 Bird Road, Miami, Florida, 33146, and the name of its registered agent at such address is Brent D. Klein.

## ARTICLE VI

### Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Julius A. Gasso, M.D.

9200 Sunset Drive, Building 4  
Miami, Florida 33173

## ARTICLE VII

### Incorporator

The name and address of the incorporator are:

Brent D. Klein  
Suite 602  
3850 Bird Road  
Miami, Florida 33146

## ARTICLE VIII

### Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are physicians duly authorized and licensed to practice medicine in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice medicine in this State; or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these

Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or the other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of a by-law provision or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a physician duly authorized and licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

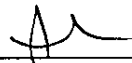
C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## ARTICLE IX

### Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed on the 5<sup>th</sup> day of August, 2013.

  
\_\_\_\_\_  
Brent D. Klein, Incorporator

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brent D. Klein  
Registered Agent

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