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February 22, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

300001415553
-02/27/95--01008--008
***122.50 ***122.50

Attention: Division of Corporations

Re: CARDIOGUARD IMAGING TECHNOLOGIES
INCORPORATED

Gentlemen:

Enclosed herein is an original and one copy of properly executed Articles of Incorporation, including certificate designating registered office and registered agents and acceptance of registered agent for CARDIOGUARD IMAGING TECHNOLOGIES INCORPORATED for filing. Also, enclosed is a check in the amount of \$122.50 made payable to the Florida Secretary of State to cover the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Registered Agent fee	\$ 35.00
Certified copy fee	<u>\$ 52.50</u>
Total	\$122.50

JB 2/27/95

Please forward the certified copy of the Articles of Incorporation to the undersigned. Thank you for your cooperation and assistance in this matter.

Very truly yours,

AJM
Albert J. Mueller

AJM/mgs
Enclos.

FILED
1995 FEB 24 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARDIOGUARD IMAGING TECHNOLOGIES INCORPORATED

FILED

1995 FEB 24 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Address. The name of this corporation is:

CARDIOGUARD IMAGING TECHNOLOGIES INCORPORATED

and, the address of this corporation is:

367 HICKORY DRIVE, MAITLAND, FLORIDA, 32751.

ARTICLE II

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 367 HICKORY DRIVE, MAITLAND, FLORIDA, 32751, and the name of the initial registered agent of the corporation at that address is Albert Mueller.

ARTICLE VI

Number of Directors. This corporation shall have 3 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 By-Laws of this corporation. 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 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 therefor.

ARTICLE VII

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
ALBERT J. MUELLER	367 HICKORY DRIVE, MAITLAND, FLORIDA, 32751
JOHN I. SUTMIRE	1320 NOBLE COURT, LONGWOOD, FLORIDA, 32750
NICHOLAS R. MABRY	375 BRASSIE DRIVE, LONGWOOD, FLORIDA, 32750

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
ALBERT J. MUELLER	367 HICKORY DRIVE, MAITLAND, FLORIDA, 32751

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLES X

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.

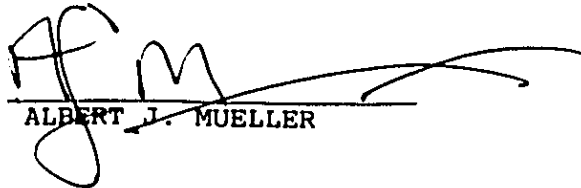
ARTICLE XI

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

Preemptive Rights. Every Shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

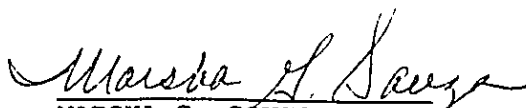
IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of February, 1995.


ALBERT J. MUELLER

STATE OF FLORIDA)
)
COUNTY OF SEMINOLE)

BEFORE ME personally appeared Albert J. Mueller, to me well known and know to me to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of February, 1995.


MARSHA G. SOUZA
NOTARY PUBLIC

My Commission Expires:

MARSHA G. SOUZA
Notary Public, State of Florida
My Comm. Expires Feb. 24, 1998
No. CC 350337
Bonded Thru Official Notary Service

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
1995 FEB 24 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

The name of the corporation is **CARDIOGUARD IMAGING TECHNOLOGIES INCORPORATED.**

The name and address of the registered agent and office is:

Albert J. Mueller
367 Hickory Drive
Maitland, FL 32751

By: 

Albert J. Mueller

Title: Director/Incorporator

Dated this 22 day of FEB., 1995.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Albert J. Mueller

Dated this 22 day of FEB., 1995.