

LAW OFFICES
REINMAN, HARRELL, GRAHAM, MITCHELL & WATTWOOD
A PROFESSIONAL ASSOCIATION

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DONALD W. ST. DENIS
EDWARD L. CHANG
KARLA L. TOBY
CECELIA D. PATYN
TERESA N. McNALLY
KRISTIN M. PARNIA

PLEASE REPLY TO MELBOURNE

February 22, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 632
Tallahassee, FL 32304

RE: CARDIOPULMONARY DIAGNOSTIC SERVICES, INC.

Dear Sir:

Enclosed herewith please find Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Designation Registered Agent	<u>35.00</u>
	\$122.50

Please return a certified copy of the Articles to this office.

Thank you for your attention to this matter. If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Sincerely,

Shirley B. Saathoff
Shirley B. Saathoff

sbs
Encl

T. BROWN MAR 17 1995

FILED
95 MAR 17 AM 8 04
SECRET
TALLAHASSEE, FLORIDA

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HERRITT ISLAND, FLORIDA 32909
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PLEASE REPLY TO MELBOURNE

MINOR L. OLIVERIA, JR.
DONALD F. BLACK
DANIEL D. POWERS
THOMAS H. YANDLEY
RATHYRN MANTIA
DOUGLAS W. TUTTLE
CHAD M. WAPPEL
DONALD W. ST. JERNIN
RICHARD L. CHANG
KARLA T. TONNY
CERILIA H. PAIZA
TERESA M. McNALLY
JULIE M. FARNZA

March 14, 1995

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Ref. W95000005110

Dear Ms. Brown:

In reference to your letter of March 8, 1995, enclosed with this letter please find corrected Articles of Incorporation for Cardiopulmonary Diagnostic Services, Inc. Please return a copy of the filed document to the undersigned.

If you have any additional questions concerning the filing of this document, please do not hesitate to call.

Sincerely,

Shirley B. Saathoff

Shirley B. Saathoff

\ss
Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 8, 1995

SHIRLEY B. SAATHOFF
REINMAN, HARRELL, GRAHAM, ET AL
1825 S. RIVERVIEW DRIVE
MELBOURNE, FL 32901

SUBJECT: CARDIOPULMONARY DIAGNOSTIC SERVICES, INC.
Ref. Number: W95000005110

We have received your document for CARDIOPULMONARY DIAGNOSTIC SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00010357

ARTICLES OF INCORPORATION
OF
CARDIOPULMONARY DIAGNOSTIC SERVICES, INC.

FILED
95 MAR 17 AM 8 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CARDIOPULMONARY DIAGNOSTIC SERVICES, INC., located at 1401 S. Apollo Blvd. Ste 2, Melbourne, FL 32901.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 S. Riverview Dr., Melbourne, FL, and the name of the initial registered agent of this corporation at that address is Bruce A. Mitchell, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is Bruce A. Mitchell.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis K. King, M.D.	1401 S. Apollo Blvd. Melbourne, FL 32901

ARTICLE IX - BYLAWS

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

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

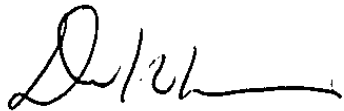
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of February, 1995.



Dennis K. King, M.D.

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

FILED
95 MAR 17 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes,
following is submitted in compliance with said Act:

FIRST, that CARDIOPULMONARY DIAGNOSTIC SERVICES, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office as indicated by the Articles of Incorporation
in the City of Melbourne, County of Brevard, State of Florida, has
named Bruce A. Mitchell, located at 1825 S. Riverview Dr.,
Melbourne, FL, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open
said office.



Bruce A. Mitchell