

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-221-1711

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800-342-8086



PG 500040438

ACCOUNT NO. : 072100000032

REFERENCE : 602944 80349A
Patricia 1/24/95

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1995

500001495865

ORDER TIME : 12:46 PM

ORDER NO. : 602944

CUSTOMER NO: 80349A

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON
DIETZ & GETZEN
1550 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: CARDIONET INCORPORATED

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: **T. BROWN** MAY 23 1995

RECEIVED
95 MAY 22 PM 3:10
DIVISION OF CORPORATION

FILED
95 MAY 22 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARDIONET INCORPORATED**

FILED
95 MAY 22 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

CARDIONET INCORPORATED

2. Principal Office. The principal office of the Corporation is:

1530 Eastbrook Drive
Sarasota, Florida 34231

3. Mailing Address. The mailing address of the Corporation is:

1530 Eastbrook Drive
Sarasota, Florida 34231

4. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a par value of \$0.01 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Robert W. Benjamin
1550 Ringling Boulevard
Sarasota, Florida 34236

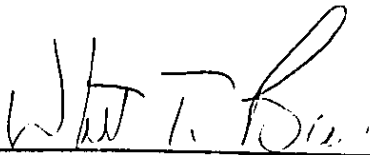
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

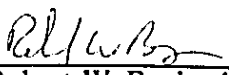
7. Incorporator. The name and address of the incorporator of the Corporation is:

1530 Eastbrook Drive
Sarasota, Florida 34231

8. Effective Date. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Florida Department of State.

Dated this 16th day of May 1995.


Whit T. Banks
Incorporator


Robert W. Benjamin
Registered Agent