

MAY-27 1995 12:29 FROM EMPIRE TO DIVISION OF CORPORATIONS
(((H95000006010))) FAX: (904) 922-4000
TO: DEPARTMENT OF STATE
STATE OF FLORIDA
109 EAST GAINES STREET
TALLAHASSEE, FL 32399
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN CARDIOLOGY, INC.
FAX AUDIT NUMBER: H95000006010
DATE REQUESTED: 05/30/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:29:42
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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951131 PM 4:08
TALLAHASSEE, FLORIDA

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951131 PM 4:43

MAY-31-1995 12:29 FROM EMPIRE

TO

DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Moriham
Secretary of State

May 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN CARDIOLOGY, INC.
REF: W95000011190

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-SEND PAGE 1.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loris Poole
Corporate Specialist

FAX Aud. #: H95000006010
Letter Number: 795A00027111

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
AMERICAN CARDIOLOGY, INC.

FILED
05 MAY 31 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME:

The name of the corporation shall be: AMERICAN CARDIOLOGY, INC.

ARTICLE II. PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 10975 S.W. 40 STREET, SUITE 328, MIAMI, FL 33165.

ARTICLE III. SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 common shares each having a par value of \$0.50.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is: ROBERTO MEDEROS, 10975 SW 40 STREET, SUITE 328, MIAMI, FL 33165.

ARTICLE V. NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE VI. DIRECTORS:

The corporation shall have one director initially.

ARTICLE VII. INITIAL DIRECTOR:

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified is as follows:

ROBERTO MEDEROS, 10975 SW 40 STREET, SUITE 328, MIAMI, FL 33165.

Prepared by Alberto Benitez, CPA, PA (305)221-4175
P.O. BOX 651937
Miami, FL 33265

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TO DIV CORP ELT FI P.04

ARTICLE VIII. OFFICERS:

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided by the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws. The name of persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

ROBERTO MEDEROS
President/Secretary/Treasurer
10975 SW 40 STREET, SUITE 328,
MIAMI, FL 33165.

ARTICLE IX. INCORPORATION:

The name and street address of the incorporator to these Articles of Incorporation is : ROBERTO MEDEROS
10975 SW 40 STREET, SUITE 328
MIAMI, FL 33165

The undersigned incorporator has executed these Articles of Incorporation this 11th day of MAY of 1995.


ROBERTO MEDEROS

MAY-31-1995 12:38 FROM EMPIRE

TO DIV CORP ELT FI P.05

#9500000600

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE.

Pursuant to the provisions of section 817.0501 or 817.0501, Florida Statutes, The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: AMERICAN CARDIOLOGY, INC.

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

ROBERTO MEDEROS, 10975 SW 40 STREET, SUITE 328, MIAMI, FL 33185.

Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 31 P.08

FILED 11/45

#9500000600