

P95000070066

9/11/95

FLORIDA DIVISION OF CORPORATIONS

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((H95000010100))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARUNCHO & MUR, P.A.

DEPARTMENT OF STATE

2600 DOUGLAS RD

STATE OF FLORIDA

#501

409 EAST GAINES STREET

CORAL GABLES FL 33134-0000

TALLAHASSEE, FL 32399

CONTACT: DULCE A GARCIA

FAX: (904) 922-4000

PHONE: (305) 569-9469

FAX: (305) 441-0480

((H95000010100))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI CARDIOVASCULAR CENTER, P.A.

FAX AUDIT NUMBER: H95000010100

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/11/1995

TIME REQUESTED: 17:20:34

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9-12-95

SEP-12-1995 09:49 FROM CARUNCHO & MUR, P.A.

TO

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Fax Audit No. H95000010100

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**ARTICLES OF INCORPORATION OF  
MIAMI CARDIOVASCULAR CENTER, P.A.  
a Florida Professional Association**

**ARTICLE I**

**NAME**

The name of the corporation shall be **MIAMI CARDIOVASCULAR CENTER, P.A. ("Corporation")** with a mailing address at 7500 S.W. 8th Street, Suite 203, Miami, Florida 33144.

**ARTICLE II**

**PURPOSE**

The general nature of the business to be transacted by this Corporation shall be to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine in Florida may be rendered only through its officers, agents and employees who are duly authorized 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 or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

Fax Audit No. H95000010100  
This instrument prepared by:  
Annette C. Onorati, Esq.  
Florida Bar No. 989230  
CARUNCHO & MUR, P.A.  
2600 Douglas Road  
Suite 501  
Coral Gables, FL 33134  
(305) 569-9469

Fax Audit No. H95000010100

### ARTICLE III

#### AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock.

### ARTICLE IV

#### DURATION

The Corporation shall have perpetual existence.

### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is Caruncho & Mur, P.A.

### ARTICLE VI

#### INCORPORATOR

The name and address of the sole incorporator is:

Name

Address

Annette C. Onorati

Caruncho & Mur, P.A.  
2600 Douglas Road  
Suite 501  
Coral Gables, FL 33134

Fax Audit No. H95000010100

#### ARTICLE VII

##### AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE VIII

##### QUALIFICATION OF SHAREHOLDERS

This Corporation is subject to the restrictions on the qualification of shareholders imposed by the Florida Professional Service Corporation Act and other applicable laws, rules, and regulations, which provide that only individuals who are duly licensed or otherwise legally authorized to render medical professional services may be shareholders of a medical professional corporation. In addition, only physicians with active employment agreements with the Corporation may be shareholders.

#### ARTICLE IX

##### STOCK TRANSFERS

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 duly authorized and licensed to practice in the State of Florida.

#### ARTICLE X

##### BYLAWS

The Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith or with shareholder agreements, 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.

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## ARTICLE XI

INDEMNIFICATION

To the extent provided by applicable law, this Corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director or Officer of this Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or in lieu of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 11th day of September, 1995.

Annette C. Onorati  
Annette C. Onorati, Incorporator

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

On behalf of Caruncho & Mur, P.A., a Florida professional association that has been designated as registered agent for SOUTH FLORIDA CARDIOVASCULAR INSTITUTE, P.A. in the foregoing Articles of Incorporation, the undersigned hereby agrees to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. The undersigned is familiar with and accepts the obligations of that position.

CARUNCHO &amp; MUR, P.A.

By: Annette C. Onorati  
Annette C. Onorati, Esq.

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Fax Audit No. H95000010100

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OCT-06-1995 14156 FROM CARUNCHO & MUR, P.A. TO 19549224000 P.01

10/06/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

11:02 AM

((H95000011194)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARUNCHO & MUR, P.A.

DEPARTMENT OF STATE

2600 DOUGLAS RD

STATE OF FLORIDA

#501

409 EAST GAINES STREET

CORAL GABLES FL 33134-0000

TALLAHASSEE, FL 32399

CONTACT: DULCE A GARCIA

FAX: (904) 922-4000

PHONE: (305) 569-9469

FAX: (305) 441-0480

((H95000011194)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MIAMI CARDIOVASCULAR CENTER, P.A.

FAX AUDIT NUMBER: H95000011194

CURRENT STATUS: REQUESTED

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*C. Caruncho & Mur, P.A.*  
*Tallahassee*

FILED  
95 OCT -6 PM 4:29  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

17:06 PM 5-10046  
12-11-95

Fax Audit No. H95000011194

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95 OCT -6 PM 4:29

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MIAMI, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MIAMI CARDIOVASCULAR CENTER, P.A.**

1. Article "I" of the Articles of Incorporation of Miami Cardiovascular Center, P.A., is hereby amended as follows:

"NAME. The name of this Corporation is Miami Cardiovascular Group, P.A. ("Corporation") with a mailing address at 7500 S.W. 8th Street, Suite 203, Miami, Florida 33144."

2. The foregoing Amendment was adopted by all of the initial members of the Board of Directors prior to the issuance of shares of the corporation on the 15th day of September, 1995, in accordance with Florida Statutes 607.1005.

IN WITNESS WHEREOF, the undersigned Directors of the corporation have executed these Articles of Amendment to the Articles of Incorporation this 15th day of September, 1995.

  
LEONARDO LOPEZ, M.D., Director

  
ORLANDO LOPEZ-FERNANDEZ, M.D.,  
Director

  
EDUARDO PERON, M.D., Director

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Fax Audit No. H95000011194  
This instrument prepared by:  
Annette C. Onorati, Esq.  
Fla. Bar No. 989230  
CARUNCHO & MUR, P.A.  
2600 Douglas Road  
Suite 501  
Coral Gables, Florida 33134  
(305)569-9469