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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CARDIOLOGY PARTNERS OF THE PALM BEACHES, P.A.**

The undersigned incorporators, who are licensed or otherwise legally authorized to practice medicine in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**

The name of this Corporation shall be Cardiology Partners of the Palm Beaches, P.A. The mailing address of this Corporation shall be 12989 Southern Boulevard, Suite 201, Loxahatchee, Florida 33470.

**ARTICLE II**

The purpose of this Corporation and the general nature of its business are as follows:

- (a) To engage in the practice of medicine as a professional corporation and to provide services incident thereto.
- (b) To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of rendering professional medical services.

(c) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The services of this Corporation which consist of the practice of medicine shall be carried out only through officers, employees, and agents who are licensed or otherwise legally authorized to render professional medical services in the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida or otherwise legally authorized to practice medicine in the State of Florida.

### ARTICLE IV

The term of existence of this Corporation is perpetual.

### ARTICLE V

The names and addresses of the persons signing these Articles of Incorporation as incorporators, who are duly licensed in the State of Florida to practice medicine, are:

Chandra Venugopal, M.D.  
12989 Southern Boulevard, Suite 201  
Loxahatchee, Florida 33470

Jean Foucauld, M.D.  
12989 Southern Boulevard, Suite 201  
Loxahatchee, Florida 33470

#### ARTICLE VI

The street address of this Corporation's initial registered office and name of its initial registered agent at such address is as follows:

Joel H. Yudenfreund, Esquire  
Chopin, Miller & Yudenfreund  
440 Royal Palm Way, Suite 200  
Palm Beach, FL 33480

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VII

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of this Corporation unless the person is duly licensed to practice medicine in the State of Florida or otherwise legally authorized to practice medicine in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the persons who are to serve as the members of the initial Board of Directors are as follows:

NAME:

ADDRESS:

Chandra Venugopal, M.D.

12989 Southern Boulevard, Suite 201  
Loxahatchee, FL 33470

Jean Foucauld, M.D.

12989 Southern Boulevard, Suite 201  
Loxahatchee, FL 33470

#### ARTICLE VIII

No shareholder may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a shareholder of this Corporation under Florida law.

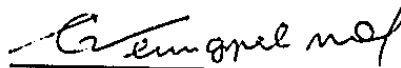
ARTICLE IX

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services for this Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then this Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in this Corporation.

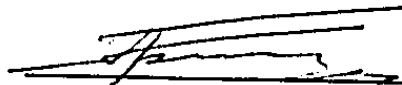
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporators this 28<sup>th</sup> day of February, 1996.



Chandra Venugopal, M.D.



Jean Foucauld, 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.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Cardiology Partners of the Palm Beaches, P.A., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Joel H. Yudenfreund, Attorney at Law, located at Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

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.

  
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Joel H. Yudenfreund, Registered Agent

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