

04/02/96 FAX 305-858 4777

ADORNO & ZEDER, P.A.

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FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA
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FROM: ADORNO & ZEDER, P.A.
2601 S BAYSHORE DR
SUITE 1600
MIAMI FL 33133-

FAX: (904) 922-4000 - 11465-006

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: HEARTNET MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000004693

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/02/1996

TIME REQUESTED: 11:19:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER:

072100000120

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY
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COMMUNICATIONS SECTION

96 APR -2 PM 3:49

GEARSON

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ARTICLES OF INCORPORATION
OF
HEARTNET MANAGEMENT, INC.

EFFECTIVE DATE
3/26/96

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
Heartnet Management, Inc.

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ARTICLE II

The existence of the corporation shall commence effective March 26, 1996, and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Theodore Feldman, M.D.
4685 Ponce de Leon Blvd.
Suite 201
Coral Gables, Florida 33146

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the incorporator of the corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the corporation shall be:

4685 Ponce de Leon Blvd.
Suite 201
Coral Gables, Florida 33146

Executed at Miami, Florida this 1st day of April, 1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Heartnet Management, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of April, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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