

P96000069168

JAMES M. NICHOLAS, P.A.

JAMES M. NICHOLAS
Board Certified Civil Trial Lawyer
Certified State & Federal Mediator
Admitted in FL, PA & IL

1815 South Patrick Drive
Indian Harbour Beach, FL 32937
(407) 773-2888
FAX (407) 773-0444

AARON D. LYONS
Also admitted in PA

August 1, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION FOR
"CARDIONET, P.A."

900001913479
-08/06/96--01046--001
****122.50 ****122.50

Gentlemen:

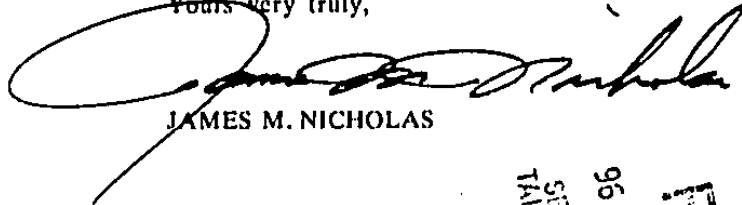
Enclosed please find for filing my Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent on behalf of Cardionet, P.A.

I have also enclosed herewith my check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) to cover the required filing fees. Would you please furnish me with a Certificate of Incorporation for my records.

In the meantime, if you have any questions, please do not hesitate to call me at the above listed number.

Thank you for your attention in this matter.

Yours very truly,



JAMES M. NICHOLAS

JMN/rd

Enclosure

AUG 6 1996

BSB

W96-1642

FILED
96 AUG 20 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Secretary of State

August 6, 1996

JAMES M. NICHOLAS, P.A.
1815 SOUTH PATRICK DRIVE
INDIAN HARBOUR BEACH, FL 32937

SUBJECT: CARDIONET, P.A.
Ref. Number: W96000016412

We have received your document for CARDIONET, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00037493

Law Office of
JAMES M. NICHOLAS, P.A.

JAMES M. NICHOLAS
Board Certified Civil Trial Lawyer
Certified State & Federal Mediator
Admitted in FL, PA & IL

1815 South Patrick Drive
Indian Harbour Beach, FL 32937
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AARON D. LYONS
Also admitted in PA

August 16, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **ARTICLES OF INCORPORATION FOR**
"ATLANTIC CARDIONET, P.A."

Gentlemen:

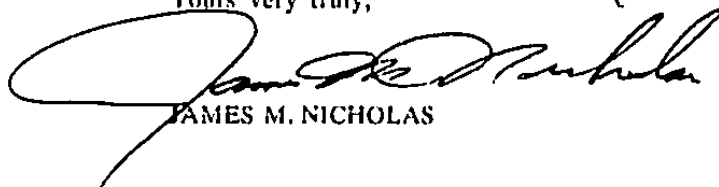
Enclosed please find for filing my Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent on behalf of Atlantic Cardionet, P.A.

I had previously furnished you my check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) to cover the required filing fees as evidenced by a copy of your letter (here enclosed) dated August 6, 1996. Would you please furnish me with a Certificate of Incorporation for my records.

In the meantime, if you have any questions, please do not hesitate to call me at the above listed number.

Thank you for your attention in this matter.

Yours very truly,



JAMES M. NICHOLAS

JMN/rd

Enclosure

ARTICLES OF INCORPORATION OF
ATLANTIC CARDIONET, P.A.

FILED

96 AUG 20 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators pursuant to Chapter 621 of the Florida Statutes, (Professional Service Corporations Act) and Chapter 608 of the Florida Statutes (Florida Corporation Act) hereby adopt the following Articles of Incorporation as a Professional Association (P.A.).

ARTICLE I. NAME

The name of this corporation is ATLANTIC CARDIONET, P.A.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

ARTICLE III. NATURE

The general nature of the business to be transacted by this professional service corporation is to engage in the practice of primary care medicine and such similar medical services to the public at large as authorized by the Florida Board of Medicine and the Department of Professional Regulation.

Pursuant to the Professional Service Corporation Act, Florida Statute §602.01 et. seq., the undersigned, as the incorporators and sole officers, shall render professional medical services as duly licensed by the State of Florida as a Doctor of Medicine and a Doctor of Osteopath. The corporation shall not engage in any other business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, all of one class, at a par value of \$1.00. The corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated pursuant to Florida Statute §621.09.

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his shares unless and until he shall have offered to sell his shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the corporation shall be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares shall be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

D. No shareholder of this corporation may sell or transfer his/her shares in such corporation except to another individual who is eligible to be a shareholder of such corporation, pursuant to Florida Statute §621.11.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1600 W. Eau Gallie Blvd., Suite 103, Melbourne, Florida 32935, and the name and address of the initial registered agent of this corporation is James M. Nicholas, Esquire, 1815 South Patrick Drive, Indian Harbour Beach, Florida 32937.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

President/Director:	Gopal Gadodia, M.D. 1600 W. Eau Gallie Blvd. Suite 103 Melbourne, Florida 32935
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Vice-President, /Director:	Shashin R. Desai, M.D. 1600 W. Eau Gallie Blvd. Suite 103 Melbourne, Florida 32935
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Treasurer/Director:
Secretary:

Charles H. Croft, M.D.
1600 W. Eau Gallie Blvd.
Suite 103
Melbourne, Florida 32935

ARTICLE VIII, INCORPORATORS

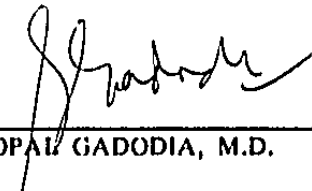
The name and address of the persons signing these Articles are:

Gopal Gadodia, M.D.
1600 W. Eau Gallie Blvd.
Suite 103
Melbourne, Florida 32935

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

DATED: July 22, 1996.



GOPAL GADODIA, M.D.

STATE OF FLORIDA

COUNTY OF BREVARD

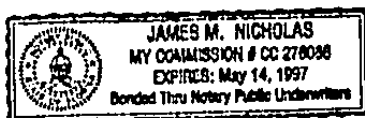
I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **GOPAL GADODIA, M.D.**, to me known to be described as Subscriber in and whom executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 22nd day of July, 1996.



Notary Public Signature
State of Florida at Large

My Commission expires:



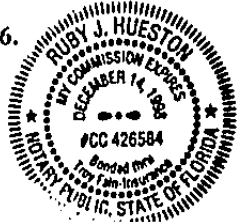
I HEREBY ACCEPT the designation, duties and responsibilities as REGISTERED AGENT of JAMES M. NICHOLAS, ESQUIRE, and agree to comply with the provisions of Florida Statute, Chapter 607 and 621.


JAMES M. NICHOLAS, ESQUIRE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES M. NICHOLAS, ESQUIRE, to me known to be described as REGISTERED AGENT for ATLANTIC CARDIONET, P.A., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation as REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 15th day of August, 1996.




Notary Public Signature
State of Florida at Large

My commission expires:

FILED
96 AUG 20 AM 11:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE