

APR-30-2004 FRI 03:05 PM FRESE NASH HANSEN

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Division of Corporations

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BASIC AMENDMENT

ATLANTIC CARDIONET, P.A.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ATLANTIC CARDIONET, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles I, III, IV and V of the Articles of Incorporation of ATLANTIC CARDIONET, P.A. (the "Corporation") were amended by the Corporation's Shareholders on April 24th, 2004. The Corporation is filing these Articles of Amendment to Articles of Incorporation in order to convert from a professional association under Chapter 621 of the Florida Statutes to a regular corporation under Chapter 607 of the Florida Statutes.

1. The name of the Corporation is ATLANTIC CARDIONET, P.A..
2. The Articles of Incorporation were filed with the Florida Department of State on August 20, 1996.
3. Article I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I. NAME

The name of this corporation is ATLANTIC CARDIONET, INC."

4. Article III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE III. PURPOSE

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States."

5. Article IV of the Articles of Incorporation of the Corporation shall be amended to read as follows:

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"ARTICLE IV. CAPITAL STOCK"

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares."

6. Article V of the Articles of Incorporation of the Corporation shall be amended to read as follows:

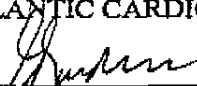
"ARTICLE V. PREEMPTIVE RIGHTS"

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others."

7. The foregoing amendments to the Articles of Incorporation were voted on by the Shareholders of the Corporation entitled to vote on the matter and the number of votes cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has acknowledged and executed these Articles of Amendment on the 24th day of April, 2004.

ATLANTIC CARDIONET, P.A.

By: 
Gopal Gadodia, M.D., President

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