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1201 HAYS STREET
TAMPA, FL 33604
001-071-0000
001-071-0000



PROMOTER HALL
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 078349 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 078349

CUSTOMER NO: 132254A

000001942260
-09/09/96--01035--010
*****70.00 *****70.00

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: TAMPA BAY CARDIOLOGY NETWORK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

9/9/96

RECEIVED
95 SEP -9 PM 12:45
DIVISION OF CORPORATION
95 SEP -9 PM 3:42
SECRETARY OF STATE
TAMPA, FLORIDA

EFFECTIVE DATE

9/5/96

RECORDED
CLERK OF STATE
CORPORATIONS

96 SEP -9 PM 3:42

ARTICLES OF INCORPORATION
OF
TAMPA BAY CARDIOLOGY NETWORK, INC.

The undersigned incorporator, for the purpose of forming a Corporation under the Laws of the State of Florida, by and under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be TAMPA BAY CARDIOLOGY NETWORK, INC.

ARTICLE II
NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue five thousand (5,000) shares of common stock with ONE AND 00/100 (\$1.00) DOLLAR par value, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE; EFFECTIVE DATE

The Corporation shall have perpetual existence commencing as of September 5, 1996.

ARTICLE V
PRINCIPAL OFFICE
OF THE CORPORATION

The principal office and the mailing address of this Corporation in the State of Florida shall be 320 Oakfield Drive, Suite A, Brandon, Florida 33511. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI
INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 150 Second Avenue North, Suite 1100, St. Petersburg, Florida and the name of the initial registered agent of the Corporation at that address is Thomas B. Smith. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0505, Florida Statutes.

ARTICLE VII
BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of the age of majority and citizens of the United States.

B. The Corporation shall have one director initially and the number of directors may be increased or diminished pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTOR

The name and street address of the member of the first Board of Directors are Magan L. Bakaranian, 320 Oakfield Drive, Suite A, Brandon, Florida 33511.

ARTICLE IX
BY-LAWS

FILED
IN THE CLERK OF DISTRICT
CLERK OF DISTRICT
26 SEP -96 PM 3:12

This Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws not inconsistent herewith.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of this Corporation is Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE XI
SPECIAL ELECTION

The Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned incorporator have executed these Articles of Incorporation and certify to the truth of the facts herein stated this 5th day of September, 1996.

Thomas B. Smith
THOMAS B. SMITH

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