

P96000075598

RUDEN  
McCLOSKEY  
SMITH  
SCHUSTER &  
RUSSELL, P.A.

1549 KINGLINE BOULEVARD  
SUITE 400  
SARASOTA, FLORIDA 34230  
POST OFFICE BOX 49017  
SARASOTA, FLORIDA 34230  
TELEPHONE (941) 369-0140  
FAX (941) 933-7390  
E-MAIL JMD@RUDEN.COM

September 6, 1996

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32301

Re: HEART CENTER RESEARCH, INC.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for Heart Center Research, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

- |    |                              |                |
|----|------------------------------|----------------|
| 1. | Filing fee                   | \$35.00        |
| 2. | Certified copy of Articles   | \$2.50         |
| 3. | Registered Agent Designation | <u>\$35.00</u> |

\$122.50

Please file the original Articles and forward a certified copy of the Articles to me at Post Office Box 49017, Sarasota, Florida 34230.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

  
John M. Dart

JMD/cms  
Enclosures

B. REGISTER SEP 11 1996

ARTICLES OF INCORPORATION  
OF  
HEART CENTER RESEARCH, INC.

96 SEP -9 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND ADDRESS:** The name of the corporation is HEART CENTER RESEARCH, INC. and its mailing address is 1540 South Tamiami Trail, Sarasota, Florida 34239.

**ARTICLE II**

**DURATION:** The corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE:** The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK:** The corporation is authorized to issue 500 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the corporation is 1549 Ringling Blvd., Suite 600, Sarasota, Florida 34236 and the name of the initial registered agent of the corporation at that address is Ruden, McClosky, Smith, Schuster & Russell, P.A.

## **ARTICLE VI**

**INCORPORATOR:** The name and address of the person signing these Articles as Incorporator is:

<u>Name</u>	<u>Address</u>
John M. Dart	1549 Ringling Blvd., Suite 600 Sarasota, Florida 34236

## **ARTICLE VII**

The names and addresses of the Initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ponnuswamy Natarajan	1540 S. Tamiami Trail Sarasota, Florida 34239
Randy B. Hartman	1540 S. Tamiami Trail Sarasota, Florida 34239
John R. Culp	1540 S. Tamiami Trail Sarasota, Florida 34239
Geoffrey B. Liss	1540 S. Tamiami Trail Sarasota, Florida 34239
Martin J. Frey	1540 S. Tamiami Trail Sarasota, Florida 34239
Clayton E. Bredlau	1540 S. Tamiami Trail Sarasota, Florida 34239
Walter R. Hepp	1540 S. Tamiami Trail Sarasota, Florida 34239
Colleen M. Healy	1540 S. Tamiami Trail Sarasota, Florida 34239
Kenneth D. Henson	1540 S. Tamiami Trail Sarasota, Florida 34239
N. Mathew Koshy	1540 S. Tamiami Trail Sarasota, Florida 34239

Barry J. Weckesser

1540 S. Tamiami Trail  
Sarasota, Florida 34239

Michael Basnight

1540 S. Tamiami Trail  
Sarasota, Florida 34239

**ARTICLE VIII**

**CORPORATE EXISTENCE:** This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 5<sup>th</sup> day of September, 1996.

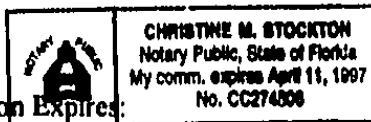
  
John M. Dart

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of September, 1996, by John M. Dart who is personally known to me.

  
Signature of Notary Public

CHRISTINE M. STOCKTON  
Typed Name of Notary Public



My Commission Expires:

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: HEART CENTER RESEARCH, INC.
2. The name and address of the registered agent and office is:

Ruden, McClosky, Smith,  
Schuster & Russell, P.A.  
1549 Ringling Boulevard  
Suite 600  
Sarasota, Florida 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RUDEN, McCLOSKY, SMITH,  
SCHUSTER & RUSSELL, P.A.

By: John M. Dart, V. Pres.  
John M. Dart

FILED  
96 SEP -9 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P96000075598**

**RUDEN  
McCLOSKEY  
SMITH  
SCHUSTER &  
RUSSELL, P.A.**

1849 RINGLING BOULEVARD  
SARASOTA, FLORIDA 34236  
POST OFFICE BOX 48017  
SARASOTA, FLORIDA 34230-0017  
TELEPHONE: (841) 363-0140  
FAX: (841) 933-7500  
E-MAIL: JMD@RUDEN.COM

March 24, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

310100121255531-1  
-03/27/97--01032--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Heart Center Research, Inc.

Gentlemen:

Articles of Incorporation for this company were filed on September 9, 1996. Charter number P96000075598(8) was assigned.

Enclosed please find Articles of Amendment to the Articles of Incorporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fee. Please provide us with acknowledgment that this amendment was filed.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

  
John M. Dart

JMD:jlb

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 27 AM 11:47

121 MAR 28 1997

ARTICLES OF AMENDMENT  
OF  
HEART CENTER RESEARCH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 AM 11:47

By unanimous consent of the ten (10) shareholders of HEART CENTER RESEARCH, INC.,  
a Florida corporation, being all of the shareholders of said corporation, at a meeting held for that  
purpose pursuant to Florida Statute 607.1003(6), the following amendment to the Articles of  
Incorporation was adopted:

AMENDMENT I

1. Article VII of the Articles of Incorporation is amended to delete Barry J. Weckesser and  
Michael Basnight as directors of the corporation.

2. The Amendment shall be effective on the date of these Articles of Amendment with the  
Secretary of State of the State of Florida..

Dated this 13th day of November, 1996.

HEART CENTER RESEARCH, INC.

By: Martin J. Frey  
Martin J. Frey, President

ATTEST:

Kenneth D. Henson, md  
Kenneth D. Henson, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

This instrument was acknowledged before me this 15 day of November, 1996, by Martin  
J. Frey as President and Kenneth D. Henson as Secretary of Heart Center Research, Inc., a Florida  
corporation, on behalf of the corporation, who are personally known to me or have produced  
as identification.

Donna Ann Rebhan  
Notary Public  
DONNA ANN REBHAN  
Print Name of Notary

My Commission Expires:

8/19/00

SAR:18781:1

