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OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

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November 7, 1996

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002001164--5

-11/03/96--01117--013

***\$367.50 ***\$122.50

Advanced Cardiac Institute of Broward, Inc.
Advanced Cardiac Institute of Palm Beach, Inc.
Advanced Cardiac Institute of West Palm Beach, Inc.

Ladies and Gentlemen:

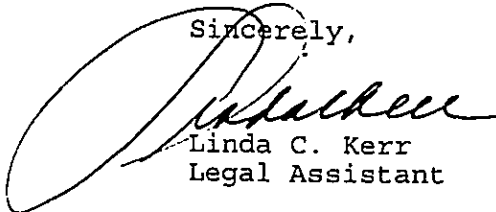
Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the above-named corporations. Also enclosed is a check in the amount of \$367.50, made payable to the Florida Secretary of State, for the required filing fees for all three corporations.

Please note that each of these corporations is an affiliate of the other, has the identical ownership, management, office location, capitalization and registered agent. Because of such affiliation, the similarity in names should be allowed.

When filed, please return certified copies of the Articles of Incorporation for each corporation to me in the enclosed prepaid envelope.

If you have any questions, please feel free to call me.

Sincerely,


Linda C. Kerr
Legal Assistant

:lk

Enclosures

FILED
96 NOV -8 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 14 1996

ARTICLES OF INCORPORATION
OF
ADVANCED CARDIAC INSTITUTE OF PALM BEACH,
=====

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is ADVANCED CARDIAC INSTITUTE OF PALM BEACH, INC. and its business mailing address is 420 Lincoln Road, Suite 250, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having no par value.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 1402 Miami Center, 201 South Biscayne Blvd., Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Scott Mallick	420 Lincoln Road Suite 250 Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

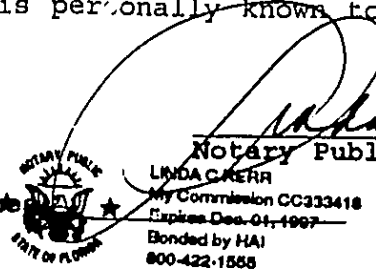
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dennis J. Olle	1402 Miami Center 201 South Biscayne Blvd. Miami, Florida 33131

Dennis J. Olle
Dennis J. Olle, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

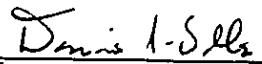
The foregoing Articles of Incorporation were acknowledged before me this 7th day of November, 1996, by Dennis J. Olle, as Incorporator, who is personally known to me and who did take an oath.


Notary Public, State of Florida
LINDA C. KERR
My Commission Expires Dec. 01, 1997
Bonded by HAI
800-422-1555
(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ADVANCED CARDIAC INSTITUTE OF PALM BEACH, INC., Dennis J. Olle hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: November 7, 1996.


Dennis J. Olle

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TALLAHASSEE, FLORIDA