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TALLAHASSEE, FL 32301-2607
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 191050 4326591

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 122.50

ORDER DATE : December 17, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 191050-005

CUSTOMER NO: 4326591

600002030756--1

CUSTOMER: Jackson Boggs, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC FILING

NAME: BAY HEART GROUP, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 17 AM 10:40
DIVISION OF CORPORATION

*Dmc
12/17/96*

MAILING ADDRESS:
POST OFFICE BOX 2231
TAMPA, FLORIDA 33601

LAW OFFICES OF
HILL, WARD & HENDERSON
PROFESSIONAL ASSOCIATION
SUITE 3700 - BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3900
TELECOPIER (813) 221-2900

December 16, 1996

E. Jackson Boggs, Esq.
Fowler, White, Gillen, Boggs,
Villareal & Banker, P.A.
P. O. Box 1438
Tampa, FL 33601

Via Hand Delivery

Re: Bay Heart Group, Inc.

Dear Mr. Boggs:

We hereby release the name "Bay Heart Group, Inc." to you and enclose the reservation letter issued by the Florida Department of State for your use. Please note that a copy of the reservation letter is to be included with the document you submit to the Department of State.

If we can be of any further assistance, please do not hesitate to call.

Cordially,


Barbara A. Murphy,
Legal Assistant

/bm
Enclosure
cc: Andrew J. Lubrano, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

BARBARA A. MURPHY
HILL, WARD & HENDERSON, P.A.
101 EAST KENNEDY BLVD., SUITE 3700
TAMPA, FL 33602

The name BAY HEART GROUP, INC. has been reserved for 120 days beginning October 7, 1996. The reservation number is R96000004770 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 296A00045698

ARTICLES OF INCORPORATION
OF
BAY HEART GROUP, P.A.

FILED
96 DEC 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

Bay Heart Group, P.A.

The address of this corporation shall be 1106 North Franklin Street, Tampa, 33602, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of medicine, including, but without limitation, the practice of cardiology.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is E. Jackson Boggs. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be seven (7), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Matthew Glover, M.D.	4209 West Culbreath Avenue Tampa, Florida 33609
James M. Irwin, M.D.	16054 Penwood Drive Tampa, Florida 33647
Rodney R. Randall, M.D.	16496 Offenhauer Road Odessa, Florida 33556
Xavier E. Prida, M.D.	2626 South Dundee Boulevard Tampa, Florida 33629
Dennis M. Cassidy, M.D.	2089 Hawaii Avenue, N.E. St. Petersburg, Florida 33703

Anthony P. Goldman, M.D.

3304 Westmoreland Drive
Tampa, Florida 33618

John C. Toole, M.D.

4415 Bayshore Boulevard
Tampa, Florida 33611-1600

ARTICLE VII

Incorporator

The name and address of the incorporator of this corporation is as follows:

Name

Address

Matthew Glover, M.D.

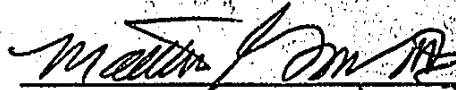
1106 North Franklin Street
Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.


Matthew Glover, M.D.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12
day of December, 1996, by MATTHEW GLOVER, M.D., who is personally
known to me or who has produced Driver's License as identification.

Betty Jane Hilbert
Betty Jane Hilbert
Print Name

Notary Public

My Commission Expires:



BETTY JANE HILBERT
MY COMMISSION # CC407368 EXPIRES
September 18, 1998
BONDED THROUGH FARM INSURANCE, 1993

CERTIFICATE OF ACCEPTANCE

FILED

96 DEC 17 PM 1:53

Having been named to accept service of process for the above-stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature

E. Jackson Boggs
E. Jackson Boggs
(Registered Agent)

Date

December 12, 1996

EJB\3374