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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GARY R. SASLAW, P.A.
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NAME: CARDIOLOGY ASSOCIATES OF NORTH MIAMI BEACH, P.A.

AUDIT NUMBER.....H96000017746

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

CARDIOLOGY ASSOCIATES OF NORTH MIAMI BEACH, P.A.

The undersigned, the subscribers to these Articles of Incorporation, all of whom are medical doctors, duly licensed to render services as such under the laws of the State of Florida, hereby enter into and execute these Articles of Incorporation for the purpose of forming a professional corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes.

ARTICLE I

Name of Corporation

The name of the corporation shall be CARDIOLOGY ASSOCIATES OF NORTH MIAMI BEACH, P.A.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be 1380 N.E. Miami Gardens Drive, #140, North Miami Beach, Florida 33179.

ARTICLE III

Purpose

The purpose for which the corporation is organized is to engage in every phase and aspect of the business of rendering the same professional services to the public that medical doctors, duly licensed under the laws of the State of Florida, are authorized to render, and such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice such profession. It is hereby expressly provided that the foregoing enumeration of a specific purpose shall not be held to limit or restrict in any manner the Purpose of this corporation otherwise permitted by law.

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Gary R. Saslaw, Esq.
Gary R. Saslaw, P.A.
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Aventura, Florida 33180
(305) 682-0200
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ARTICLE IV

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$1.00	Voting Common

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1380 N.E. Miami Gardens Drive, #140, North Miami Beach, Florida 33179 and the name of the initial registered agent of this Corporation at that address is Howard B. Reinfeld, M.D.

ARTICLE VII

Directors

The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Howard B. Reinfeld, M.D.	1380 N.E. Miami Gardens Drive, #140 No. Miami Beach, FL 33179

The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

Fax Audit No: H96000017746

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ARTICLE VIII

INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation, all of whom are medical doctors, duly licensed under the laws of the State of Florida to render such services as such, is:

NAME

ADDRESS

Howard B. Reinfeld, M.D.

1380 N.E. Miami Gardens
Drive, #140
No. Miami Beach, FL 33179

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Fax Audit No: H96000017746

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IN WITNESS WHEREOF, the undersigned Incorporators/Subscribers have executed these Articles of Incorporation this _____ day of December, 199_.

[Handwritten Signature]
Howard B. Reinfeld, M.D.,
Incorporator/Subscriber

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.

[Handwritten Signature]
Howard B. Reinfeld, M.D.,
Registered Agent

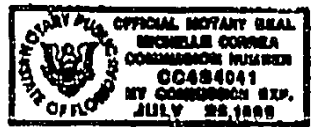
Dated: December 18, 1996

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 18 day of December, 1996, by Howard B. Reinfeld, M.D., as Incorporators/Subscribers and as Registered Agent.

WITNESS my hand and official seal in the State and County last aforesaid, this 18 day of December, 1996.

[Handwritten Signature]
Notary Public
State of Florida
My commission expires: July 25, 1999
My commission number is: CC484041



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