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CONTACT: JUDITH E COVEY
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NAME: FLORIDA CARDIAC NETWORK II, INC.

AUDIT NUMBER.....H97000000375

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

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**ARTICLES OF INCORPORATION
OF
FLORIDA CARDIAC NETWORK II, INC.**

The undersigned, as incorporator of **FLORIDA CARDIAC NETWORK II, INC.**, under the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**I.
Name**

The name of the Corporation is **Florida Cardiac Network II, Inc.**

**II.
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613.

**III.
Capital Stock**

The Corporation is authorized to issue 20,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**IV.
Business and Activities**

The Corporation is organized for the purpose of networking physicians to provide diagnostic, medical and surgical services to members of health maintenance organizations and other prepaid health plans and/or purchasers of health care services. In addition to the foregoing, the Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared By:
Andrew L. McIntosh, Esquire
Florida Bar No. 0881041
RUDNICK & WOLFE
101 E. Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.

Registered Office and Agent

The street address of the initial registered office of the Corporation is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613 and the name of its initial registered agent at such address is Edward L. Miller.

VI.

Directors

The Corporation will have 4 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have not less than 1 nor more than 7 directors.

VII.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

VIII.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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IX.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Edward L. Miller

Address

Florida Cardiac Network II, Inc.
14320 Bruce B. Downs Boulevard
Tampa, Florida 33613

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on 1/2, 1997.


Edward L. Miller, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 1/7, 1997.

Edward L. Miller
Edward L. Miller

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