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February 27, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

800002103128--3  
-03/04/97--01018--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Incorporation of Florida Clinical Research Center, Inc.

Dear Sir/Madam:

Pursuant to the incorporation of Florida Clinical Research Center, Inc. enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of Florida Clinical Research Center, Inc.;
2. Check in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	\$35.00

TOTAL      \$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,

*Cat L. Brower*

Cat L. Brower  
Legal Assistant

:cb  
Enclosures

FILED  
97 MAR -3 PM 3:00  
TALLAHASSEE, FLORIDA

48  
3697

97 FILED  
MAR -3 PM 3:55  
SEC  
CLL

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CLINICAL RESEARCH CENTER, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is FLORIDA CLINICAL RESEARCH CENTER, INC.

The principal place of business and the mailing address is 1613 N. Mills Avenue, Orlando, Florida 32803.

**ARTICLE II  
DURATION**

The period of its duration is perpetual.

**ARTICLE III  
PURPOSE**

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

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at \$.01 par value.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and registered office of this corporation shall be as follows:

Bradley J. Davis  
Giles & Robinson, P.A.  
390 N. Orange Avenue, Suite 800  
Orlando, FL 32803

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have the following directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The names and addresses of the directors of this corporation are:

**R. Charles Curry, Jr.**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Kerry M. Schwartz**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Carlos B. Saenz**, 1613 N. Mills Avenue, Orlando, FL 32803  
**William H. Willis, Jr.**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Curtis J. Weaver**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Russell J. Ivanhoe**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Salvador N. Lanza**, 1613 N. Mills Avenue, Orlando, FL 32803  
**Mark R. Milunski**, 1613 N. Mills Avenue, Orlando, FL 32803

**ARTICLE VII**  
**INCORPORATOR**

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

Florida Heart Group, P.A.  
1613 N. Mills Avenue  
Orlando, FL 32803

**ARTICLE VIII**  
**DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

**ARTICLE X**  
**AMENDMENT OF ARTICLES**

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

**ARTICLE XI**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

**ARTICLE XII**  
**SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII**  
**REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE XIV**  
**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XV**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from


time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting it to exercise its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XVI**  
**EFFECTIVE DATE OF INCORPORATION**


This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are filed with the Secretary of State.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 27 day of February, 1997.

FLORIDA HEART GROUP, P.A.

By:   
Carlos B. Saenz, M.D., President  
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1991).

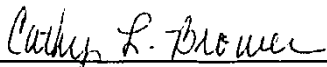
  
Bradley J. Davis  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1997, by **BRADLEY J. DAVIS**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

My Commission Expires:

CATHY L. BROWER  
Notary Public, State of Florida  
My Comm. Expires Aug. 11, 1998  
Comm. No. CC399961

  
NOTARY PUBLIC  
Name: CATHY L. BROWER  
Address: 2105 FOSEGATE DR  
WINTER PARK, FL 32789

97 MAR -3 PM 3:55  
FILED